

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

SOUTHERN FOODS GROUP, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-36313 (DRJ)

(Jointly Administered)

**APPLICATION OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF SOUTHERN FOODS GROUP, LLC, *ET AL.* TO  
RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUSER & FELD LLP  
AS COUNSEL, EFFECTIVE *NUNC PRO TUNC* TO DECEMBER 3, 2019**

**THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

1 The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

The Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.*, (the “Debtors”) submits this application (the “Application”), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), for entry of an order, substantially in the form attached hereto as Exhibit A, authorizing the Committee to retain and employ Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its counsel in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), effective *nunc pro tunc* to December 3, 2019. In support of this Application, the Committee submits the declaration of Philip C. Dublin, a partner of Akin Gump (the “Dublin Declaration”), and the declaration of Andrew Herink, not in his individual capacity but solely on behalf of Central States, Southeast and Southwest Areas Pension Fund, in its capacity as co-chair of the Committee (the “Herink Declaration” and, together with the Dublin Declaration, the “Declarations”), attached hereto as Exhibit B and Exhibit C, respectively. In further support of this Application, the Committee respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory and rule predicates for the relief requested herein are Bankruptcy Code sections 328(a) and 1103, Bankruptcy Rule 2014 and Local Rule 2014-1.

### **BACKGROUND**

4. On November 12, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code.

5. The Debtors continue to operate their business as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request has been made for the appointment of a trustee or an examiner.

6. On November 22, 2019 (the “Formation Date”), the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee pursuant to Bankruptcy Code section 1102 [Docket No. 288].<sup>2</sup> On December 3, 2019, the Committee selected Akin Gump to serve as counsel to the Committee. On December 6, 2019, the Committee selected Berkeley Research Group, LLC (“BRG”) to serve as financial advisor to the Committee and Miller Buckfire & Co. LLC (“Miller Buckfire”) to provide investment banking services to the Committee, subject to Court approval.

### **RELIEF REQUESTED**

7. The Committee seeks to retain and employ Akin Gump as its counsel, pursuant to Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rule 2014 and Local Rule 2014-1, *nunc pro tunc* to December 3, 2019.

### **RETENTION OF AKIN GUMP**

8. The Committee respectfully submits that it is necessary and appropriate for it to retain and employ Akin Gump to, among other things:

---

<sup>2</sup> The Committee is currently comprised of the following entities: (a) The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee; (b) Central States, Southeast and Southwest Areas Pension Fund; (c) Pension Benefit Guaranty Corporation; (d) Land O’Lakes, Inc.; (e) California Dairies, Inc.; (f) Consolidated Container Company LP; and (g) Select Milk Producers, Inc.

- (a) advise the Committee with respect to its rights, duties and powers in the Chapter 11 Cases;
- (b) assist and advise the Committee in its consultations and negotiations with the Debtors and other parties in interest relative to the administration of the Chapter 11 Cases;
- (c) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
- (d) assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and their insiders and of the operation of the Debtors' businesses;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, going concern sale transactions, financing transactions, other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assist and advise the Committee as to its communications to the general creditor body regarding significant matters in the Chapter 11 Cases;
- (g) represent the Committee at all hearings and other proceedings before this Court;
- (h) review and analyze applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their propriety and, to the extent deemed appropriate by the Committee, support, join or object thereto;
- (i) advise and assist the Committee with respect to any legislative, regulatory or governmental activities;
- (j) assist the Committee in its review and analysis of the Debtors' various agreements;
- (k) prepare, on behalf of the Committee, any pleadings, including, without limitation, motions, memoranda, complaints, adversary complaints, objections or comments in connection with any matter related to the Debtors or the Chapter 11 Cases;
- (l) investigate and analyze any claims belonging to the Debtors' estates; and
- (m) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules or other applicable law.

9. The Committee believes Akin Gump possesses extensive knowledge and expertise in the areas of law relevant to the Chapter 11 Cases, and that Akin Gump is well-qualified to represent the Committee in the Chapter 11 Cases. In selecting counsel, the Committee sought attorneys with considerable experience in representing unsecured creditors' committees in chapter 11 cases and other debt restructurings. Akin Gump has such experience, as Akin Gump is currently representing and has represented official creditors' committees in many significant chapter 11 cases, including the following: *In re ATA Holdings Corp.*; *In re BPZ Resources, Inc.*; *In re Chassix Inc.*; *In re Chemtura Corp.*; *In re Cumulus Media Inc.*; *In re Delta Air Lines, Inc.*; *In re Delta Petroleum Corp.*; *In re Dynegy Holdings, LLC*; *In re Edison Mission Energy*; *In re Excel Maritime Carriers LTD*; *In re EMAS Chiyoda Subsea Ltd.*; *In re Emerald Oil, Inc.*; *In re Friendly Ice Cream Corporation*; *In re Goodrich Petroleum Corp.*; *In re Hawker Beechcraft, Inc.*; *In re iHeartMedia, Inc.*; *In re Insys Therapeutics, Inc.*; *In re Metals USA, Inc.*; *In re Nine West Holdings, Inc.*; *In re Overseas Shipholding Group, Inc.*; *In re Purdue Pharma L.P.*; *In re Quiksilver, Inc.*; *In re R.E. Loans, LLC*; *In re Saint Vincents Catholic Medical Centers of New York*; *In re SandRidge Energy Inc.*; *In re Seahawk Drilling, Inc.*; *In re Sears Holding Corporation*; *In re Swift Energy Co.*; *In re TOUSA, Inc.*; *In re Vanguard Natural Resources, LLC* and *In re Vitro America, LLC*.

10. Because of the extensive legal services that the Committee requires in connection with the Chapter 11 Cases, and the fact that the full nature and extent of such services are not known at this time, the Committee believes that the employment of Akin Gump to provide the services described above and such other services as may be necessary for the Committee to satisfy its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

11. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Akin Gump in the Chapter 11 Cases be paid as administrative expenses of the Debtors' estates pursuant to Bankruptcy Code sections 328, 330, 331, 503(b) and 507(a)(2). Subject to this Court's approval, Akin Gump will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to Bankruptcy Code sections 328, 330 and 331. The 2019 and 2020 hourly rates charged by Akin Gump for professionals and paraprofessionals employed in its domestic offices are provided below:

<u>Billing Category</u>	<u>2019 Range</u>	<u>2020 Range</u>
Partners	\$925 – \$1,755	\$995 – \$1,995
Counsel	\$610 – \$1,420	\$735 – \$1,510
Associates	\$510 – \$975	\$535 – \$1,070
Paraprofessionals	\$115 – \$435	\$100 – \$455

12. Akin Gump has advised the Committee that it is Akin Gump's policy to charge its clients in all areas of practice for expenses incurred in connection with its representation of a client. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. Akin Gump will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services provided to the Committee.

13. The names, positions and hourly rates of the Akin Gump attorneys currently expected to have primary responsibility for providing services to the Committee are as follows:

ATTORNEY	POSITION/DEPARTMENT	2019 HOURLY RATE	2020 HOURLY RATE
Ira S. Dizengoff	Partner / Financial Restructuring Department	\$1,550	\$1,595
Philip C. Dublin	Partner / Financial Restructuring Department	\$1,475	\$1,595
Meredith Lahaie	Partner/ Financial Restructuring Department	\$1,250	\$1,350
Marty Brimmage	Partner/ Litigation Department	\$1,425	\$1,595
Lacy Lawrence	Partner/ Litigation Department	\$1,020	\$1,350
Joanna Newdeck	Senior Counsel / Financial Restructuring Department	\$1,100	\$1,195
Julie Thompson	Associate / Financial Restructuring Department	\$760	\$860
Patrick Chen	Associate / Financial Restructuring Department	\$660	\$775
Madison Gardiner	Associate / Financial Restructuring Department	\$560	\$615

In addition to the lawyers named above, the Committee understands that it will be necessary, during the course of these cases, for other Akin Gump professionals in other legal disciplines to provide services to the Committee.

14. Akin Gump has advised the Committee that it will apply for compensation and reimbursement of expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, and any other applicable order of the Court. Akin Gump has advised the Committee that it also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with this Application and in the interim and final fee applications to be filed by Akin Gump in the Chapter

11 Cases.<sup>3</sup> To that end, Akin Gump has advised the Committee that it responds to the questions set forth in Section D of the Revised UST Guidelines as follows:

- (a) Akin Gump did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement;
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the Chapter 11 Cases;
- (c) Akin Gump did not represent any member of the Committee in connection with the Debtors' Chapter 11 Cases prior to its retention by the Committee;
- (d) Akin Gump expects to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which Akin Gump reserves all rights; and
- (e) The Committee has approved Akin Gump's proposed hourly billing rates. The Akin Gump attorneys set forth above in paragraph 13 will be the primary attorneys staffed on the Debtors' Chapter 11 Cases, subject to modification based on the facts and circumstances of the Chapter 11 Cases and the needs of the Committee.

15. Upon information and belief, Akin Gump does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which Akin Gump is to be engaged, except to the extent set forth in the Dublin Declaration. Akin Gump is, however, a large firm with a national and international practice and may represent or may have represented certain of the Debtors' creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases.

### **NUNC PRO TUNC RELIEF**

16. The Committee believes that the employment of Akin Gump effective *nunc pro tunc* to December 3, 2019, the date the Committee selected Akin Gump as its proposed counsel, is warranted under the circumstances of the Chapter 11 Cases. Upon its selection, the Committee

---

<sup>3</sup> Akin Gump's intention to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines in connection with the Application and the interim and final fee applications to be filed by Akin Gump in the Debtors' Chapter 11 Cases is based exclusively on the facts and circumstances of the Debtors' Chapter 11 Cases. Akin Gump fully reserves the right to object to the requirements contained in the Revised UST Guidelines should it determine that it is appropriate to do so.



requested Akin Gump to commence work immediately on time-sensitive matters and devote substantial resources to these Chapter 11 Cases prior to the submission and approval of this Application. Thus, Akin Gump has provided, and will continue to provide, valuable services to the Committee. Furthermore, Local Rule 2014-1(b)(1) provides that an application for approval of employment made within thirty days of the commencement of the provision of services is deemed contemporaneous. Nonetheless, the Committee is requesting *nunc pro tunc* approval out of an abundance of caution.

**NO PRIOR REQUEST**

17. No prior request for the relief sought herein has been made to this Court or any other court.


*[Remainder of page intentionally left blank]*

**CONCLUSION**

WHEREFORE, the Committee respectfully requests that the Court (a) enter an order, substantially in the form annexed hereto as Exhibit A, authorizing the Committee to retain and employ Akin Gump as its counsel *nunc pro tunc* to December 3, 2019, and (b) provide the Committee with such other and further relief as the Court may deem just, proper and equitable.

Dated: December 30, 2019

**THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF SOUTHERN FOODS GROUP,  
LLC, *ET AL*.**

By:   
Name: Andrew J. Herink  
Associate General Counsel  
Cent. States, Se. & Sw. Areas Pension Fund  
Committee Co-Chair

**CERTIFICATE OF SERVICE**

I certify that on January 2, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas and by U.S. Mail to the U.S. Trustee.

/s/ Mary L. Brimmage

Marty L. Brimmage

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

SOUTHERN FOODS GROUP, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-36313 (DRJ)

(Jointly Administered)

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SOUTHERN FOODS GROUP, LLC, *ET AL.* TO RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP AS COUNSEL, EFFECTIVE *NUNC PRO TUNC* TO DECEMBER 3, 2019**

Upon the application dated January 2, 2020 (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.* (the “Debtors”) for entry of an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure

The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

2 Capitalized terms used herein but otherwise not defined shall have the meaning ascribed to such term in the Application

for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), authorizing the Committee to retain and employ Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its counsel in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), and upon the declaration of Philip C. Dublin, a partner of Akin Gump, dated January 2, 2020 (the “Dublin Declaration”) and the declaration of Andrew Herink, on behalf of Central States, Southeast and Southwest Areas Pension Fund, in its capacity as co-chair of the Committee, dated December 30, 2019 (the “Herink Declaration” and, together with the Dublin Declaration, the “Declarations”); and it appearing that the attorneys of Akin Gump who will perform services on behalf of the Committee in the Chapter 11 Cases are duly qualified to practice before this Court; and the Court finding, based on the representations made in the Application and the Declarations, that Akin Gump does not represent any interest adverse to the Committee or the Debtors’ estates with respect to the matters upon which it is to be engaged, that it is a “disinterested person,” as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), that its employment is necessary and in the best interests of the Committee and the Debtors’ estates; and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED THAT**:

1. The relief requested in the Application is granted as set forth herein.
2. In accordance with Bankruptcy Code sections 328 and 1103(a) and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to retain and employ Akin Gump as its counsel to represent it in these Chapter 11 Cases and related matters and proceedings on the terms set forth in the Application and the Declarations, effective *nunc pro tunc* to December 3, 2019.

3. Akin Gump shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, and any other applicable order of the Court. Akin Gump shall also make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* in connection with interim and final fee applications to be filed by Akin Gump in these Chapter 11 Cases.

4. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_,

---

THE HONORABLE DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**Dublin Declaration**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:  SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , <sup>1</sup>  Debtors.	) ) ) ) ) ) )	Chapter 11  Case No. 19-36313 (DRJ)  (Jointly Administered)
---	---------------------------------	---

**DECLARATION OF PHILIP C. DUBLIN IN SUPPORT OF THE  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF SOUTHERN FOODS GROUP, LLC, *ET AL.* TO  
RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP  
AS COUNSEL, EFFECTIVE *NUNC PRO TUNC* TO DECEMBER 3, 2019**

Under 28 U.S.C. § 1746, I, Philip C. Dublin, declare as follows under the penalty of perjury:

1. I am an attorney admitted to practice in the State of New York and before the United States District Court for each of the Southern and Eastern Districts of New York, and have been admitted *pro hac vice* to the United States Bankruptcy Court for the Southern District of Texas, Houston Division, for the purposes of these Chapter 11 Cases.

---

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

2. I am a partner of the firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”). Akin Gump maintains offices at, among other places, One Bryant Park, New York, New York 10036 and 1111 Louisiana Street, Houston, Texas 77002. There are no disciplinary proceedings pending against me.

3. I am familiar with the matters set forth herein and make this declaration (the “Declaration”) in support of the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.* (the “Debtors”) seeking approval to retain and employ Akin Gump as counsel to the Committee.

4. On November 22, 2019 (the “Formation Date”), pursuant to section 1102 of title 11 of the United States Code (the “Bankruptcy Code”), the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee [Docket No. 288]. The Committee is currently comprised of: (a) The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee; (b) Central States, Southeast and Southwest Areas Pension Fund; (c) Pension Benefit Guaranty Corporation; (d) Land O’Lakes, Inc.; (e) California Dairies Inc.; (f) Consolidated Container Company LP; and (g) Select Milk Producers, Inc. On December 3, 2019, the Committee selected Akin Gump to serve as counsel to the Committee. On December 6, 2019, the Committee selected Berkeley Research Group, LLC to serve as financial advisor to the Committee and Miller Buckfire & Co. LLC to provide investment banking services to the Committee.

5. I am not, nor is Akin Gump, an insider of the Debtors. Except as set forth below, neither Akin Gump nor I hold directly any claim, debt or equity security of the Debtors. To the best of my knowledge, following inquiry of the employees of Akin Gump, no Akin Gump employees hold any claim, debt or equity security of the Debtors.

---

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

6. To the best of my knowledge and information, no partner or employee of Akin Gump has been, within two years from the Petition Date, a director, officer or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

7. Akin Gump does not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

8. Akin Gump does not currently represent the Debtors or, except as set forth herein, to the best of my knowledge and information, any of their related parties, affiliates, partners, or subsidiaries. Moreover, Akin Gump will not undertake the representation of any party other than the Committee in connection with the Chapter 11 Cases.

9. To the best of my knowledge and information, Akin Gump neither holds nor represents any interest adverse to the Committee, the Debtors, their creditors or other parties in interest or their respective attorneys in the Chapter 11 Cases. Based upon information available to me, I believe that Akin Gump is a "disinterested person" within the meaning of Bankruptcy Code section 101(14).

10. In preparing this Declaration, through my colleagues, I submitted to Akin Gump's computerized client and conflict database (the "Conflict Database") the names set forth on a list of parties in interest identified by the Debtors and additional parties identified by Akin Gump, which included: (i) the Debtors; (ii) the Debtors' affiliates; (iii) the Debtors' current and former officers and directors; (iv) 5% equity holders; (v) the Debtors' insurance brokers, providers, and sureties; (vi) the Debtors' largest unsecured creditors and other significant creditors; (vii) the Debtors' lenders, banks, lien parties and administrative agents; (viii) the Debtors' bondholders;

(ix) litigants against the Debtors; (x) the Debtors' professionals; (xi) the Debtors' significant customers (xii) unions associated with the Debtors; (xiii) the Debtors' trade vendors; (xiv) Committee members, members' outside counsel and professionals; (xv) personnel from the Office of the United States Trustee and the Bankruptcy Court; (xvi) the parties that have filed notices of appearance in the Chapter 11 Cases as of December 19, 2019; and (xvii) the parties listed on filed 2019 statements as of December 19, 2019. A copy of the list of the parties searched by Akin Gump is annexed hereto as Schedule 1 (collectively, the "Searched Parties").

11. The Conflict Database maintained by Akin Gump is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of certain related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of Akin Gump that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Akin Gump maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

#### **Representation of Parties in Interest**

12. Set forth in Schedule 2 annexed hereto is a listing of the Searched Parties from Schedule 1 that Akin Gump either (i) currently represents (or represents a related party of the Searched Party) (the "Current Clients") in matters unrelated to the Chapter 11 Cases, or (ii) has in the past represented (or represented a related party of the Searched Party) in matters unrelated to the Chapter 11 Cases. In connection with the services to be rendered to the Committee, Akin

Gump will not commence a cause of action against any Current Client with respect to the Chapter 11 Cases unless Akin Gump has received a waiver from the Current Client allowing Akin Gump to commence such an action. In connection with the Chapter 11 Cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver is not obtained permitting Akin Gump to participate in such action, the Committee will retain conflicts counsel to represent the Committee in connection therewith.

13. Set forth in Schedule 3 annexed hereto is a listing of those parties from Schedule 1 (Searched Parties) that are currently or have in the past been adverse to clients of Akin Gump in matters unrelated to these Chapter 11 Cases.

**Connections with Parties Representing 1% or More of  
Akin Gump's Revenues for 2017, 2018 or 2019**

14. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, Akin Gump reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of Akin Gump and, as a result, made payments to Akin Gump for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of Akin Gump's total revenues for such calendar year. In connection with this Declaration, Akin Gump has reviewed similar information for the years 2017, 2018 and 2019.

15. With the exception of the parties described below, Akin Gump's revenues for services rendered on behalf of each of the parties in interest identified in Schedule 1 aggregate, with respect to each such party in interest, less than 1% of Akin Gump's annual revenue in each of calendar year 2017, 2018 and 2019.

16. Akin Gump currently represents FirstEnergy Solutions Corp. *et al.* and its affiliates (collectively "FES") in matters unrelated to these Chapter 11 Cases. Akin Gump formerly

represented FirstEnergy Corp, the ultimate parent company of FES, and certain of its affiliates (collectively, “FE Corp.”) in matters unrelated to these Chapter 11 Cases. Certain affiliates of FE Corp. are parties in interest in these Chapter 11 Cases.<sup>3</sup> Akin Gump’s revenues for services rendered on behalf of FES totaled 3.56% for 2019 as of December 19, 2019, 2.74% for calendar year 2018 and 1.7% for calendar year 2017.

17. Akin Gump currently represents the official committee of unsecured creditors (the “Sears Committee”) of Sears Holdings Corporation *et al.* in matters unrelated to these Chapter 11 Cases. Certain members of the Sears Committee or their affiliates are members of the Committee or are parties in interest in these Chapter 11 Cases.<sup>4</sup> Akin Gump’s revenues for the services rendered on behalf of the Sears Committee represented approximately 3.91% for 2019 as of December 19, 2019.

18. Akin Gump previously represented the official committee of unsecured creditors (the “Nine West Committee”) of Nine West Holdings, Inc. *et al.* in matters unrelated to these Chapter 11 Cases. Certain members of the Nine West Committee or their affiliates are members of the Committee in these Chapter 11 Cases.<sup>5</sup> Akin Gump’s revenues for services rendered on behalf of the Nine West Committee represented approximately 1.17% and 2.17% for the calendar year 2018 and for calendar year 2019, as of December 19, 2019.

19. Akin Gump previously represented the official committee of unsecured creditors (the “iHeart Committee”) of iHeart Media, Inc. *et al.* in matters unrelated to these Chapter 11

---

<sup>3</sup> These parties in interest or affiliates thereof are listed on Schedule 1 and include Metropolitan Edison Company, Monongahela Power Company, Ohio Edison Company, Pennsylvania Power Company, Potomac Edison Company and Toledo Edison Company.

<sup>4</sup> These parties in interest or affiliates thereof are listed on Schedule 1 and include Pension Benefit Guarantee Corporation, Bank of New York Mellon and Computershare Trust Company, N.A.

<sup>5</sup> These parties in interest or affiliates thereof are listed on Schedule 1 and include Pension Benefit Guarantee Corporation.

Cases. Certain members of the iHeart Committee are parties in interest in these Chapter 11 Cases.<sup>6</sup> Akin Gump's revenues for services rendered on behalf of the iHeart Committee represented approximately 1.15% for the calendar year 2018.

20. Akin Gump previously represented an ad hoc committee (the "Avaya Group") of creditors of Avaya Inc. and certain of its subsidiaries and affiliates in matters unrelated to these Chapter 11 Cases. Certain members of the Avaya Group or their affiliates are parties in interest in the Debtors' Chapter 11 Cases.<sup>7</sup> Akin Gump's revenues for services rendered on behalf of the Avaya Group represented approximately 1.4% for the calendar year 2017.

21. Akin Gump previously represented an ad hoc group (the "SunEd Group") of certain creditors of SunEdison, Inc. and certain of its subsidiaries and affiliates in matters unrelated to these Chapter 11 Cases. Certain members of the SunEd Group or their affiliates are parties in interest in the Debtors' Chapter 11 Cases.<sup>8</sup> Akin Gump's revenues for services rendered on behalf of the SunEd Group represented approximately 1.3% of Akin Gump's revenue for the calendar year 2017.

### **Connections with Members of the Official Committee of Unsecured Creditors**

22. Akin Gump serves as counsel to informal and official committees of creditors in many restructurings and/or chapter 11 cases. Of the current Committee members, The Bank of New York Mellon Trust Company, N.A. and/or affiliates thereof and Pension Benefit Guaranty

---

<sup>6</sup> These parties in interest or affiliates thereof are listed on Schedule 1 and include, without limitation, Delaware Trust Company.

<sup>7</sup> These parties in interest or affiliates thereof are listed on Schedule 1 and include, without limitation, the following entities: BlackRock Financial Management Inc.; BlackRock Advisors, LLC; Blackrock Institutional Trust Company, N.A.; Wells Fargo Bank, N.A.; Goldman Sachs & Co. LLC.; JP Morgan Chase Bank & JP Morgan Investment Management Inc.; Knighthead Capital Management, LLC; Manulife Asset Management (US) LLC; Nomura Corporate Research and Asset Management; Voya CLO IV, Ltd.; Voya CLO 2012-4, Ltd.; Voya Credit Opportunities Master Fund, etc.; Continental Insurance Company; and Bank of America, N.A.

<sup>8</sup> These parties in interest or affiliates thereof are listed on Schedule 1 and include, without limitation, the following entity: BlackRock Alternative Advisors.

Corporation and/or affiliates thereof have in the past served and/or currently serve as members of one or more official creditors' committees represented by Akin Gump.

23. Akin Gump currently represents and previously has represented The Bank of New York Trust Company, N.A. and/or affiliates thereof in matters unrelated to the Chapter 11 Cases.

24. Akin Gump previously has represented Pension Benefit Guaranty Corporation and/or affiliates thereof and Select Milk Producers, Inc. and/or affiliates thereof in matters unrelated to the Chapter 11 Cases.

### **Connections with the Debtors**

25. As disclosed in Schedule 2, Akin Gump has in the past represented certain of the Debtors in matters unrelated to the Debtors' Chapter 11 Cases.<sup>9</sup> Akin Gump billed approximately \$10,335 to the Debtor entities in 2002.

26. As disclosed in Schedule 2, Akin Gump has in the past and currently represents Delaware Trust Company, the trustee of DIPS Limited Partner II, on matters unrelated to the Debtors' Chapter 11 Cases. Additionally, Akin Gump has in the past represented CT Corporation, an independent manager of Dairy Group Receivables GP, LLC and Dairy Group Receivables GP II, LLC, in matters unrelated to the Debtors' Chapter 11 Cases.

27. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases.

28. Akin Gump has, in the past, represented parties potentially adverse to the Debtors and the Debtors' affiliates in matters unrelated to the Debtors' Chapter 11 Cases.

---

<sup>9</sup> These include, without limitation: Dean Foods Company; Dean Foods North Central, LLC; Dean Foods of Wisconsin, LLC; Friendly's Ice Cream Holdings Corp.; and Friendly's Manufacturing and Retail, LLC.



**Connections to Certain Holders of Equity Interests and Debt in the Debtors**

29. As disclosed in Schedule 2, Akin Gump currently represents and has in the past represented BlackRock Fund Advisors and/or affiliates thereof, Morgan Stanley & Co. LLC and/or affiliates thereof, and The Vanguard Group, Inc. and/or affiliates thereof on matters unrelated to the Chapter 11 Cases.

30. In addition, Akin Gump has in the past represented Dimensional Fund Advisors L.P. and/or affiliates thereof on matters unrelated to the Chapter 11 Cases.

31. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases.

**Connections to Certain Banks, Lenders, Lien Parties and Administrative Agents**

32. As disclosed in Schedule 2, Akin Gump currently represents and has in the past represented ACF FinCo I L.P. and/or affiliates thereof, BMO Harris Bank N.A. and/or affiliates thereof, CIT Northbridge Funding I LLC and/or affiliates thereof, and PNC Bank, National Associates and/or affiliates thereof on matters unrelated to the Chapter 11 Cases.

33. In addition, Akin Gump has in the past represented CoBank, ACB and/or affiliates thereof, Coöperatieve Rabobank U.A. and Coöperatieve Rabobank U.A., New York Branch and/or affiliates thereof, ING Capital LLC and/or affiliates thereof, and Nieuw Amsterdam Receivables and/or affiliates thereof on matters unrelated to the Chapter 11 Cases.

34. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases.

**Connections to Certain Bondholders**

35. As disclosed in Schedule 2, Akin Gump currently and/or has in the past represented certain of the Debtors' bondholders in matters unrelated to the Chapter 11 Cases. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases.

**Searched Parties That Currently Serve or Have Served on  
Informal and/or Official Creditors' Committees Represented By Akin Gump**

36. Set forth in Schedule 4 annexed hereto is a list of those Searched Parties that currently serve or have served on one or more informal and/or official creditors' committees represented by Akin Gump. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases (except to the extent any such Searched Parties are members of the Committee and, in such circumstance, Akin Gump will be representing the Committee and not any individual Committee member in its individual capacity).

**Other Connections and General Disclosures**

37. Akin Gump performed general diligence to determine any connections beyond what is disclosed in the attached schedules. Akin Gump may have represented in the past and/or may currently represent or in the future represent entities (other than parties in the attached schedules) not currently known to Akin Gump in matters unrelated to the Chapter 11 Cases who may be parties in interest in these cases. To the extent that Akin Gump discovers any such information or needs to update the information disclosed herein, Akin Gump will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

38. In addition to the foregoing, after reasonable inquiry, I do not believe there is any connection between Akin Gump and the U.S. Trustee or any person known by me to be employed as an attorney with the office of such U.S. Trustee.

39. It is possible that a professionally managed retirement plan on behalf of Akin Gump employees or members of a 401(k) type plan may hold equity interests in or other securities of the Debtors, but it is unknown to me at this time.

40. None of Akin Gump's representations of creditors or other parties in interest who are involved in these Chapter 11 Cases comprise a material component of Akin Gump's practice, nor does Akin Gump currently represent such parties on any issue relating to these Chapter 11 Cases. For the reasons stated herein, Akin Gump represents no interests adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee.

### **Compensation**

41. Akin Gump is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court pursuant to Bankruptcy Code sections 330 and 331 for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Compensation Order, and any other applicable order of the Court. Akin Gump will bill at its standard hourly rates, which, in its domestic offices, are for 2019 and 2020:

<u>Billing Category</u>	<u>2019 Range</u>	<u>2020 Range</u>
Partners	\$925 – \$1,755	\$995 – \$1,995
Counsel	\$610 – \$1,420	\$735 – \$1,510
Associates	\$510 – \$975	\$535 – \$1,070
Paraprofessionals	\$115 – \$435	\$100 – \$455

The names, positions and current hourly rates of the Akin Gump attorneys currently expected to have primary responsibility for providing services to the Committee are as follows:

ATTORNEY	POSITION/DEPARTMENT	2019 HOURLY RATE	2020 HOURLY RATE
Ira S. Dizengoff	Partner / Financial Restructuring Department	\$1,550	\$1,595
Philip C. Dublin	Partner / Financial Restructuring Department	\$1,475	\$1,595
Meredith Lahaie	Partner/ Financial Restructuring Department	\$1,250	\$1,350
Marty Brimmage	Partner/ Litigation Department	\$1,425	\$1,595
Lacy Lawrence	Partner/ Litigation Department	\$1,020	\$1,350
Joanna Newdeck	Senior Counsel / Financial Restructuring Department	\$1,100	\$1,195
Julie Thompson	Associate / Financial Restructuring Department	\$760	\$860
Patrick Chen	Associate / Financial Restructuring Department	\$660	\$775
Madison Gardiner	Associate / Financial Restructuring Department	\$560	\$615

Other attorneys and paralegals will, from time to time, assist in the representation of the Committee in connection with these cases at Akin Gump's standard hourly rates in effect for those personnel. The hourly rates set forth above are Akin Gump's standard hourly rates for work of this nature for 2019 and 2020. These rates are set at a level designated to compensate fairly Akin Gump for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Akin Gump operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, Akin Gump's rates for certain individual attorneys may vary as a function of the type of matter, the nature of certain long-term client relationships, and various other factors, including those enumerated above.

42. It is Akin Gump's policy to charge its clients in all areas of practice for out of pocket expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. Akin Gump will seek reimbursement for such expenses pursuant to, among other things, any applicable guidelines established by the Office of the U.S. Trustee.

43. No agreement exists, nor will any be made, to share any compensation received by Akin Gump for its services with any other person or firm other than members of Akin Gump.

44. For the reasons stated herein, Akin Gump represents no interest adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee and the unsecured creditors that the Committee represents.

45. The foregoing constitutes the statement of Akin Gump pursuant to Bankruptcy Code sections 329, 504 and 1103(a), Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1.

**Statement Regarding U.S. Trustee Guidelines**

46. The Committee and Akin Gump intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with this Application and the interim and final fee applications to be filed by Akin Gump in the course of its engagement. In doing so, however, the Committee and Akin Gump reserve all rights as to the relevance and substantive legal effect of the Revised UST Guidelines in respect of any application for employment or compensation in these cases that falls within the ambit of the Revised UST Guidelines.

47. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised UST Guidelines.

- (a) Akin Gump did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.
- (c) Akin Gump did not represent any member of the Committee in the Debtors' Chapter 11 Cases prior to its retention by the Committee.
- (d) Akin Gump expects to develop a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which Akin Gump reserves all rights.
- (e) The Committee has approved Akin Gump's proposed hourly billing rates. The Akin Gump financial restructuring attorneys staffed on the Debtors' Chapter 11 Cases, subject to modification depending upon further development, are set forth above in paragraph 32.

*[Remainder of page intentionally left blank]*

I declare under penalty of perjury that the foregoing is true and correct on this the 2nd day of January, 2020.

/s/ Philip C. Dublin  
Name: Philip C. Dublin

**EXHIBIT C**

**Herink Declaration**



**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 19-36313 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**DECLARATION OF ANDREW HERINK IN SUPPORT OF THE  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF SOUTHERN FOODS GROUP, LLC, *ET AL.* TO  
RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUSER & FELD LLP  
AS COUNSEL, EFFECTIVE *NUNC PRO TUNC* TO DECEMBER 3, 2019**

Under 28 U.S.C. § 1746, I, Andrew Herink, declare as follows under penalty of perjury:

1. I am an Associate General Counsel of Central States, Southeast and Southwest Areas Pension Fund (“Central States”). I am making this declaration on behalf of Central States, in its capacity as co-chair of the Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.*, (the “Debtors”). I am competent to make this declaration in

---

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors’ mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

support of the *Application of the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al. to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Counsel, Effective Nunc Pro Tunc to December 3, 2019* (the “Application”).<sup>2</sup>

2. I submit this Declaration in support of the Application, pursuant to Section D.2. of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “Revised UST Guidelines”). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents and information supplied to me by Akin Gump.

3. I am informed by Akin Gump that the Revised UST Guidelines request that any application for employment of an attorney under Bankruptcy Code sections 327 or 1103 be accompanied by a verified statement from the client that addresses the following:

- (i) The identity and position of the person making the verification.
- (ii) The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- (iii) The number of firms the client interviewed.
- (iv) If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- (v) The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

---

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

### **The Committee's Selection of Counsel**

4. Following its formation, the Committee interviewed five law firms to represent the Committee as counsel in the Chapter 11 Cases. After interviewing each of these firms, the Committee found Akin Gump to be uniquely qualified to represent the Committee. Akin Gump has a long history of representing official committees in chapter 11 cases and related matters and proceedings. Therefore, on the basis of, among other things, Akin Gump's broad-based, deep and directly applicable skill set and past experience, the Committee determined to retain Akin Gump.

### **Rate Structure**

5. Akin Gump has informed the Committee that its rates and terms for bankruptcy representations are comparable to the rates and terms Akin Gump charges and agrees to for non-bankruptcy representations and comparable to the rates and terms of other comparably skilled professionals. The Committee has approved Akin Gump's proposed hourly rates, as set forth in the Application. Akin Gump has informed the Committee that its hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases.

### **Cost Supervision**

6. The Committee recognizes its responsibility to monitor the billing practices of its counsel to ensure that the fees and expenses paid by the estate remain consistent with the Committee's expectations and the exigencies of these Chapter 11 Cases. Akin Gump advises that it expects to develop, and the Committee intends to review, a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which the Committee is advised. In addition, the Committee will review the monthly fee applications that Akin Gump regularly submits. Akin Gump's fees and expenses will be subject

to periodic review on a monthly, interim, and final basis during the course of the Chapter 11 Cases by the Committee, U.S. Trustee, Debtors, other parties in interest and the Court.

I declare under penalty of perjury that the foregoing is true and correct on this 30 day of December, 2019.

**THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF SOUTHERN FOODS GROUP,  
LLC, *ET AL.***

By:

  
Name: Andrew J. Herink

Associate General Counsel

Cent. States, Se. & Sw. Areas Pension Fund

Committee Co-Chair

**Schedule 1**

**Schedule of Searched Parties**

**The Committee of Unsecured Creditors**

The Bank of New York Mellon Trust  
Company, N.A.  
California Dairies Inc.  
Central States, Southeast and Southwest  
Areas Pension Funds

Consolidated Container Company LP  
Land O'Lakes, Inc.  
Pension Benefit Guaranty Corporation  
Select Milk Producers, Inc.

**Professionals of the Committee of Unsecured Creditors**

Berkeley Research Group, LLC  
Miller Buckfire & Co. LLC

**Professionals of the Members of the Committee of Unsecured Creditors**

Alston & Bird LLP  
Emmet, Marvin & Martin LLP

Jackson Walker LLP  
K & L Gates LLP

**Debtors**

Alta-Dena Certified Dairy, LLC  
Berkeley Farms, LLC  
Cascade Equity Realty, LLC  
Country Fresh, LLC  
Dairy Information Systems Holdings, LLC  
Dairy Information Systems, LLC  
Dean Dairy Holdings, LLC  
Dean East II, LLC  
Dean East, LLC  
Dean Foods Company  
Dean Foods North Central, LLC  
Dean Foods of Wisconsin, LLC  
Dean Holding Company  
Dean Intellectual Property Services II, Inc.  
Dean International Holding Company  
Dean Management, LLC  
Dean Puerto Rico Holdings, LLC  
Dean Services, LLC  
Dean Transportation, Inc.  
Dean West II, LLC  
Dean West, LLC

DFC Aviation Services, LLC  
DFC Energy Partners, LLC  
DFC Ventures, LLC  
DGI Ventures, Inc.  
DIPS Limited Partner II  
Franklin Holdings, Inc.  
Fresh Dairy Delivery, LLC  
Friendly's Ice Cream Holdings Corp.  
Friendly's Manufacturing and Retail, LLC  
Garellick Farms, LLC  
Mayfield Dairy Farms, LLC  
Midwest Ice Cream Company, LLC  
Model Dairy, LLC  
Reiter Dairy, LLC  
Sampson Ventures, LLC  
Shenandoah's Pride, LLC  
Southern Foods Group, LLC  
Steve's Ice Cream, LLC  
Suiza Dairy Group, LLC  
Tuscan/Lehigh Dairies, Inc.  
Uncle Matt's Organic, Inc.

Verifine Dairy Products of Sheboygan, LLC

### Debtors' Affiliates

Atlanta Dairy (GA)  
 Barber's Dairy (in LA)  
 Barber's Dairy (in AL, FL, GA, KY)  
 Barber's Milk, LLC (in FL, GA)  
 Borden (MO)  
 Borden Dairy Products (in OK)  
 Broughton Foods, LLC (in KY, OH, TN, WV)  
 Brown's Dairy (in LA)  
 Bud's Ice Cream of San Francisco (in CA)  
 Carnival Ice Cream, N.V.  
 Country Delite  
 Country Delite Farms, LLC (in AL, GA, TN)  
 Country Fresh (Jilbert)  
 Country Fresh Wesley (MI)  
 Country Fresh, LLC - Grand Rapids  
 Creamland Dairies, LLC (in NM, TX)  
 Dairy Fresh, LLC (in NC)  
 Dairy Group Receivables GP II, LLC  
 Dairy Group Receivables GP, LLC  
 Dairy Group Receivables II, L.P.  
 Dairy Group Receivables, L.P.  
 Dairy Products of Michigan (MI)  
 Dairymen's (HI)  
 Dean Dairy Products Company (in NY)  
 Dean Dairy Products Company, LLC (in OH, PA, WV)  
 Dean Dairy Transportation Company (NJ, MI)  
 Dean Foods - LeMars (in IA, NE)  
 Dean Foods Central Ice Cream (in IN)  
 Dean Foods Company of Indiana, LLC (in IN)  
 Dean Foods Foundation  
 Dean Foods Holding Company (PA, WA)  
 Dean Foods Management, LLC (OH)  
 Dean Foods National Warehouse (in CO)  
 Dean Foods of Decatur (in IN)  
 Dean Foods Services, LLC (MN, NE, ND, TX, IL, MI)  
 Dean Holding Company Wisconsin (LA)

Dean Illinois Dairies, LLC (in IL)  
 Dean Intellectual Property Services, Inc.  
 Dean Management Corporation  
 Dean Milk Company - Louisville (in KY)  
 Dean Milk Company (in KY)  
 Dean Services, LLC (Delaware) (LA)  
 DF-AP #1, LLC  
 DF-AP, LLC  
 East Coast Ice Cream (MI)  
 Embest Dairy (MI)  
 Excelsior Dairy (in HI)  
 Fairdale Farms - New York (in NY)  
 Foremost Dairy (in TX, LA)  
 Franklin Plastics, Inc.  
 Frostbite Brands (in OH)  
 Frostbite Brands (MI)  
 Garelick Farms - Lynn (in NH, NJ, NY, PA, RI, VT, MA)  
 Garelick Farms - Lynn LLC (in ME)  
 Garelick Farms - Massachusetts (in MA)  
 Garelick Farms - New Jersey (in NJ)  
 Garelick Farms - New York (in NY)  
 Garelick Farms (in MA)  
 Garelick Farms Franklin  
 Garelick Farms of Lynn  
 Garelick Farms of Maine (in MA, NH, VT)  
 Garelick Farms of Maine, LLC (in ME)  
 Garelick Farms of Massachusetts (in RI)  
 Garelick Farms of New Jersey (in NY, PA)  
 Garelick Farms of New York (in MA, NH, NJ, NY, PA, VT)  
 Garelick Farms of Rhode Island (in Ma, PA, RI)  
 Garelick Farms of Vermont (in MA, NH, NJ, NY, PA, VT)  
 Garelick Farms of Vermont, LLC (in ME)  
 Good Karma Foods, Inc.  
 Hawaii's Dairy (HI)  
 Heartland Farms (in CA)  
 Hygeia Dairy (in TX)  
 Ideal Dairy  
 Ideal Dairy Farms (03/23/06) (NJ, NY)

Importadora y Distribuidora Dean Foods, S.A. de C.V.	Northern Falls Water Company (MI)
IS-IMMUNO STIMULATION (HI)	Oak Farms (Houston)
Jilbert Dairy, Inc. (MI)	Oak Farms (San Antonio)
Land O'Lakes	Oak Farms Dairy – Waco (in TX)
Land-O-Sun (in FL, GA, IL, IN, KY, NC, NY, OH, TN, VA)	Oak Farms Dairy (Dallas)
Land-O-Sun Dairies (in DE, FL, GA, IL, IN, KY, NC, NY, OH, TN, VA)	Oak Farms Dairy (in OK, TX)
Land-O-Sun Dairies, LLC	Organic Valley Fresh, LLC
Lani Moo (HI)	Pet Dairy (in GA, NC, TN, VA)
Lehigh Valley Dairy	PET Dairy Richmond (VA)
Liberty Dairy Company (in MI, OH)	Pet O'Fallon, LLC (in IL)
Louis Trauth Dairy, LLC (in IN, KY, OH)	Price's Creameries (in TX)
McArthur Dairy, LLC (in FL)	Purity Dairies (in TN)
McDonald Dairy (MI)	Purity Dairies, LLC (in KY)
Meadow Brook Dairy (in PA)	Reiter Dairy, LLC (Akron)
Meadow Brook Dairy Company (in NY, OH)	Reiter Dairy, LLC (Springfield)
Meadow Gold (Billings)	Robinson Dairy, LLC (in CO, IL, WY)
Meadow Gold (Boise)	Scangas Bros. Holdings - Massachusetts (in MA)
Meadow Gold (Englewood)	Schenkel's All-Star Dairy, LLC (in IL, IN, KY, MI)
Meadow Gold (Grand Junction)	Schepp's Dairy (Dallas)
Meadow Gold (Greeley)	Schepps Dairy (in OK, TX)
Meadow Gold (Hawaii)	Southeastern Juice Packers, Inc. (MI)
Meadow Gold (HI)	Southwest Ice Cream
Meadow Gold (in MT, ID, OK, CO, OR, NV)	Southwest Ice Cream Specialties (in TX)
Meadow Gold (Kalispell)	Stroh's Ice Cream (MI)
Meadow Gold (Las Vegas)	Suiza Management, LLC (TX)
Meadow Gold (Salt Lake City)	Swiss Dairy (in CA)
Meadow Gold (Tulsa)	Swiss Premium Dairy, LLC (in DE, PA)
Meadow Gold Dairies (in ID, OK, CO, NE, HI, UT, MO, MT, AZ, OR, NV)	T.G. Lee Dairy (FL)
Melody Farms, LLC (MI)	T.G. Lee Foods, LLC (FL)
Mile High Ice Cream (in CO, NE, WY)	Tenedora Dean Foods Internacional, S.A. de C.V.
Miscoe Springs – Massachusetts (in MA)	The Stroh Ice Cream Company (MI)
Mooney Creamery (MI)	Tuscan Dairy
Mootown (MI)	West Lynn Creamery – Massachusetts (in MA)
Mootown Distributors (MI)	West Lynn Creamery – New Hampshire (in NH)
Naalehu Dairy (in HI)	West Lynn Creamery – New Jersey (in NJ)
Nafziger (MI)	West Lynn Creamery – New York (in NY)
Nafziger Ice Cream (MI)	West Lynn Creamery – Vermont (in VT)
Nature's Best (in RI)	West Lynn Creamery Realty – Massachusetts (in MA)



### **5% or More Equity Holders**

BlackRock Fund Advisors  
Dimensional Fund Advisors L.P.

Morgan Stanley & Co. LLC  
The Vanguard Group, Inc.

### **Bankruptcy Judges**

Albert Alonzo  
David J. Bradley  
David R. Jones  
Eduardo V. Rodriguez  
Evangeline C. Attaway  
Jeannie Chavez

Jeff Bohm  
Jeffrey P. Norman  
LinhThu Do  
Mario Rios  
Marvin Isgur

### **Bankruptcy Professionals**

Alvarez & Marsal North America, LLC  
Davis Polk & Wardell LLP  
Epiq Corporate Restructuring, LLC

Evercore Group L.L.C.  
Norton Rose Fulbright US LLP

### **Banks/Lender/UCC Lien Parties/Administrative Agents**

ACF FinCo I L.P.  
BMO Harris Bank N.A.  
CIT Northbridge Funding I LLC  
CoBank, ACB  
Coöperatieve Rabobank U.A.  
(Administrative Agent)

Coöperatieve Rabobank U.A., New York  
Branch  
ING Capital LLC  
Nieuw Amsterdam Receivables  
PNC Bank, National Association

### **Bondholders**

Advent Capital Management, LLC  
Aequim Alternative Investments, L.P.  
AllianceBernstein, L.P. (U.S.)  
Antara Capital L.P.  
Antora Peak Capital, L.P.  
Ascribe Capital, LLC  
Aurelius  
Bancaribe Curacao Bank, NV  
Bank of Nova Scotia Trust Company  
BlackRock Advisors, LLC  
BMO Asset Management, Inc.  
Brownstone Investment Group, LLC  
BVK- Beamtenversicherungskasse des  
Kantons Zurich  
Calamos Advisors, LLC

Carlson Capital, L.P.  
Clearstream Bank - Austria  
Clearstream Bank - Belgium  
Clearstream Bank - Canada  
Clearstream Bank - France  
Clearstream Bank - Germany  
Clearstream Bank - Italy  
Clearstream Bank - Luxembourg  
Clearstream Bank - Monaco  
Clearstream Bank - Spain  
Clearstream Bank - Switzerland  
Clearstream Bank - United Kingdom  
Clearstream Bank - United States  
Clearstream Bank - Uruguay  
Cortland Credit Group, Inc.

Crédit Andorrà Asset Management  
 Deseret Trust Company  
 Ensign Peak Advisors, Inc.  
 Euroclear Bank - Asia (Other)  
 Euroclear Bank - Austria  
 Euroclear Bank - Belgium  
 Euroclear Bank - Canada  
 Euroclear Bank - Cyprus  
 Euroclear Bank - France  
 Euroclear Bank - Germany  
 Euroclear Bank - Israel  
 Euroclear Bank - Jersey C.I.  
 Euroclear Bank - Liechtenstein  
 Euroclear Bank - Luxemburg  
 Euroclear Bank - Netherlands  
 Euroclear Bank - Other  
 Euroclear Bank - Panama  
 Euroclear Bank - Russia  
 Euroclear Bank - Sweden  
 Euroclear Bank - Switzerland  
 Euroclear Bank - United Kingdom  
 Euroclear Bank - United States  
 Farmstead  
 Forest Capital Corp.  
 Garland Business Corporation  
 Goldman Sachs Asset Management, L.P.  
 (U.S.)  
 Guardian Asset Management, Inc.  
 Healthcare of Ontario Pension Plan  
 HSBC Private Bank (Suisse) SA  
 Invesco Capital Management, LLC  
 J.P. Morgan Investment Management, Inc.  
 J.P. Morgan Securities, LLC  
 J.V.B. Financial Group, LLC  
 Kingsferry Capital LLC  
 Knighthead Capital Management, LLC

Logan Circle Partners, L.P.  
 Madison Investment Advisors, LLC  
 Manulife Asset Management (U.S.), LLC  
 Mellon Investments Corporation  
 Metlife Investment Advisors, LLC  
 Mont Blanc Capital Management AG  
 Montana State Board of Investments  
 Morgan Stanley Investment Management  
 Inc.  
 Mudrick Capital  
 NNIP Advisors B.V.  
 Nomura Securities International, Inc.  
 Pace Securities Corp  
 Pacific Income Advisers, Inc.  
 Paloma Securities LLC  
 Parquet Capital Management, LLC  
 PenderFund Capital Management, LTD  
 PFA Asset Management A/S  
 Phoenix Investment Advisors  
 Quinn Opportunity Partners, LLC  
 Robeco Institutional Asset Management  
 B.V.  
 Safra Securities, LLC  
 Scotia Capital (USA), Inc.  
 SG Americas Securities, LLC  
 South Dakota Investment Council  
 Standard Partners Fund, LP  
 State Street Global Advisors (SSgA)  
 Stifel, Nicolaus & Company, Inc.  
 Stone Harbor Investment Partners, L.P.  
 Three Court, L.P.  
 UBS Securities, LLC  
 United Heritage Insurance (Internal Team)  
 Voya Investment Management, LLC  
 Whitebox Advisors, LLC

### **Customers - Top 50%**

Ahold/Delhaize America Inc.  
 Albertsons LLC/HQ  
 Aldi Inc./HQ  
 Baskin Robbins/Dunkin Donuts  
 C & S Wholesale Grocers Inc.  
 CVS/Caremark Corp.  
 Dollar General

Morningstar  
 Starbucks  
 Supervalu Inc./HQ  
 Sysco  
 Target Corp.  
 US Foodservice  
 Wal-Mart Stores/HQ

## Directors

Beringause, Eric  
Hill, Janet V.  
Mailloux, J. Wayne  
McCluskey, Helen

Muse, John R.  
Owens, B. Craig  
Turner, Jim L.

## Officers

Abbott, Christopher (Chris)  
Adams, Mike  
Beagan, Kevin  
Beringause, Eric  
Bernard, David  
Bladdick, Jeffrey  
Bukowski, Dan  
Campbell, Adria E.  
Condon, Shawn T.  
CT Corporation - McMahon, Daniel P.  
Dana, Terry  
Dawson, Jeffery S.  
DeGuia, Edgar  
Delaware Trust Company - (Primary  
Contact: Alan R. Halpern)  
Devkota, Pariksha  
Divjak, Anne  
Dockter, Bryan  
Doherty, Joshua  
Ehrman, Thomas  
Ekpo, Bassey  
Finck, Chris H.  
Gerrish, Steve  
Giovanetti, William (Bill)  
Goldstein, Lewis R.  
Gribbons, Mary Kay  
Guenther, Julianne (Jill)  
Gwinn, Jacqueline T.  
Harrison, Carl M.  
Hawk, Timothy  
Hernandez, Antonio  
Hinson, Edwin  
Howison, Lynne  
Hueber, Stuart R.  
Hwang, Eric  
Kane, Steven  
Kieffer, Sharon

Kollock, Kevin  
Kornfeind, Brian  
Kraft, Vicki  
LaValley, Daniel J.  
Lee, Donald  
Lippold, Dean A.  
Longmier, Mark  
Lowenberg, Sonia  
Marcy, Charles  
Martin, Dyame P.  
McLean, Matt  
Mielke, Michael J.  
Mills, James (Scott)  
Munoz, Patricia  
Murphy, William (Bill)  
Murray, Thomas N.  
Niermann, Mark  
Nolen, Cathie  
Packer, Gregory  
Poremba, David J.  
Potvin, Toni  
Rahlf, Gary  
Riley, Brian K.  
Riley, William (Bill)  
Scamardo, William  
Schneider, Amy Jo  
Sniegocki, Richard (Ted)  
Spielman, Sean S.  
Starr, David  
Stis, David N.  
Stockler, Kay F.  
Sumner, Jane A.  
Sutton, James (Jay)  
Tollison, Eddie K.  
Waterman, Kristy N.  
White, John  
Whitman, Andy

Williams, Mary  
Williams, Molly  
Wolljung, Gregory

Yegerlehner, Eric J  
Zazzaro, Jason J.

## **Insurance**

1274 Antares Lloyds Syndicate  
2003 SJC Lloyd's of London  
2623/0623 AFB Lloyds Syndicate – Beazley  
ACE American Insurance Co.  
ACE Fire Underwriters  
AGCS Marine Insurance  
Allianz  
Allied World Assurance Company Ltd.  
Argo Re Ltd.  
Aspen Bermuda Ltd.  
Aspen Specialty Insurance Co.  
AXIS Insurance Company  
Beazley Insurance Company  
Berkley Insurance Company  
Berkshire Hathaway Specialty Insurance Co.  
Broadspire Insurance  
Chubb Seguros Mexico, S.A.  
CNA Insurance  
Crawford & Company  
Empire Indemnity  
Endurance American Insurance Company  
Everest Indemnity Insurance Company  
Everest National Insurance Company  
Factory Mutual Insurance Company  
Federal Insurance Company (“CHUBB”)  
Gallagher Bassett Services  
General Security Indemnity Co. of Arizona  
Great American Insurance Company  
Helmsman Management Services LLC

Illinois National Insurance Co.  
Illinois Union Insurance Company  
Indemnity Insurance Co of North America  
Interstate Fire & Casualty Co.  
Liberty Mutual Insurance Europe SE  
Liberty Specialty Markets Bermuda Limited  
Magna Carta Insurance Ltd.  
Markel Bermuda Ltd.  
Navigators Insurance Company  
NFIP  
Old Republic Insurance Company  
Princeton Excess & Surplus Lines Ins. Co.  
QBE Specialty  
RSKCo Insurance Company  
Sedgwick Claims Management Services  
Ltd.  
Shelter Reinsurance Co  
Starr (1919 CVS Lloyd's)  
Starr Companies  
The North River Insurance Company  
Travelers Insurance Company Ltd.  
Travelers Property Casualty Company of  
America  
XL Catlin Bermuda  
XL Insurance America, Inc.  
XL Insurance Company SE  
XL Specialty Insurance Company  
Zurich American Insurance Company

## **Litigation**

Acosta  
Bankhead, Larry  
Batts, Nylah  
Cumberland Farms  
Davis, Thomas  
DDH  
Friendly's Manufacturing and Retail, LLC  
Jankowski, Richard

Keefe, Timothy James  
Matias  
Musikar  
Novalk, Steven  
Padilla, Balbina  
Perez, Juan  
Pike, Cynthia  
Rhoton, Donald

Richeson, Michael  
Ricon, Inc.  
Sanchez, Charles  
Sheehan, Douglas  
Stone, Cathy

The Milkman, LLC  
Villegas, Joel  
Walters, Williams  
Weathertech Distributing Company, Inc.  
Williams, David

### **Other Significant Creditors**

American Casualty Company  
Ascentium Capital, LLC  
Banc of America  
Bank of the West  
BB&T Equip Finance  
BciCapital (formerly City National Capital Finance Inc.)  
BMO Harris (formerly GE CF Trust)  
BMO Harris Equipment Finance Company  
BMO Harris Transportation Finance  
Bridge Capital Leasing, Inc.  
CHUBB (ACE American Insurance Company)  
Citizens Asset Finance (fka RBS Asset Finance)  
Continental Casualty Company  
Daimler Trust  
Duke Energy Carolinas, LLC  
Duke Energy Florida, LLC  
Duke Energy Indiana, LLC  
Duke Energy Progress, LLC  
East West Bank  
Fifth Third Equipment Finance  
Fleet Advantage, LLC  
Key Equipment Finance  
Liberty Mutual Insurance Company  
MB Equipment Finance, LLC  
Momentive Specialty Chemicals Inc.  
New Jersey Department of Environmental Protection  
Ohio Bureau of Workers' Compensation

Paccar Financial Corp  
Pacific Rim Capital  
Penske  
People's Capital  
Piedmont Natural Gas  
PNC Equipment Leasing, LLC  
Regions Equipment Finance Corporation  
Ryder Leasing  
Salem Leasing  
Siemens Financial Services, Inc.  
Signature Financial LLC  
Sompo  
Sovereign (Santander Bank)  
Suntrust Equipment Finance & Leasing Corp.  
Superior Tank  
Tennessee Valley Authority  
TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)  
Transervice Lease Corp.  
Travelers Casualty and Surety Company of America  
Travelers Indemnity Co.  
United States Fidelity & Guaranty Company  
United Trailer Leasing (Initiated & paid locally)  
Wells Fargo (formerly GE CF Trust)  
Wells Fargo (formerly GE TF Trust)  
Wells Fargo Equipment Finance, Inc.  
Westchester Fire Insurance Company  
Zurich American Insurance Company

### **Top 30 Unsecured Creditors**

Acosta, Inc.  
ADM Archer Daniels Midland  
Berry Global Inc.  
California Dairies Inc.

Central States, Southeast and Southwest Areas Pension Plan  
Consolidated Container Company  
Dairy Farmers of America

Ecolab Inc.  
Elopak Inc.  
Evergreen Packaging Inc.  
Huhtamaki Inc.  
International Food Products  
International Precision Components Corporation  
Land O'Lakes, Inc.  
Maple Dairy  
Nestle USA  
Pension Benefit Guaranty Corporation  
Penske Truck Leasing Company LP  
Ralph Scozzafava  
Retail Wholesale & Department Store  
International Union and Industry Pension Fund

#### **U.S. Trustee Office**

Barbara Griffin  
Christine March  
Christy Simmons  
Clarissa Waxton  
Diane Livingstone  
Glenn Otto  
Gwen Smith

#### **Unions**

Automotive Industries  
Bakers Union Local 358  
Board Trustees Teamsters Natl 401k  
California Machinists 401k Plan  
Central Pa Teamsters Health & Welfare  
Central Pa Teamsters Pension Fund  
Central Pension Fund  
Central States Pension Fund  
Cincinnati Life Insurance Company  
Dairy Employee Union Local 754  
Dairy Industry Union Pension Plan  
Delta Health Systems  
District 9  
Employer Teamsters Local Union  
Gem Group Incorporated  
General Drivers & Helpers Union  
General Drivers Warehousemen

Richard Jankowski  
Ryder System, Inc.  
Saputo Dairy Foods USA LLC  
Select Milk Producers, Inc.  
Silgan Plastic Closure Corporation  
Southeast Milk, Inc.  
The Bank of New York Mellon Trust Company, N.A.  
U.S. Department of Agriculture  
WestRock  
WS Packaging Group, Inc.

Hector Duran  
Jacqueline Boykin  
Linda Motton  
Luci Johnson-Davis  
Patricia Schmidt  
Stephen Statham

General Teamsters Local No. 061  
Hawaii Teamsters Health & Welfare Trust  
Hawaii Teamsters Local No. 996  
IAM National Pension Fund  
ILWU Kauai Division  
International Association of Mach  
International Brotherhood of Teamsters  
Intl Union of Operating Engineers  
IUOE Local 99 H&W Fund  
IUOE Local 99 Union Dues  
IUOE Stationary Engineers Local 39  
Joint Apprentice Committee  
Joint Council of Teamsters 3  
Labor Alliance Managed Trust Fund  
Leo Gerard International Treasurer  
Local 584 Pension Trust Fund  
Lydic Printing Company

Meadow Gold Credit Union	Teamsters Local Union 087
Michigan Conference of Teamsters	Teamsters Local Union 120
Michigan Drive	Teamsters Local Union 150
Milk Drivers & Dairy Employee #246	Teamsters Local Union 166
Milk Drivers Local #348	Teamsters Local Union 175
Milk Drivers Pension Trust	Teamsters Local Union 186
Milk Plant Employees	Teamsters Local Union 190
National Drive	Teamsters Local Union 245
New England Teamsters & Trucking	Teamsters Local Union 261
Northern California Gen Teamsters	Teamsters Local Union 315
NYS Teamsters Health & Hospital Fund	Teamsters Local Union 331
NYS Teamsters Local Union 264	Teamsters Local Union 340
NYS Teamsters Pension & Retirement Fund	Teamsters Local Union 348
Ope Welfare Fund	Teamsters Local Union 385
OPEIU	Teamsters Local Union 386
OPEIU Local 98	Teamsters Local Union 397
Operating Engineers Local 501	Teamsters Local Union 406
Preferred Financial Corporation	Teamsters Local Union 455
Rockford Area Dairy Industry #754	Teamsters Local Union 463
RWDSU Health & Welfare Fund Ins.	Teamsters Local Union 471
RWDSU Local 107	Teamsters Local Union 483
RWDSU Local 201	Teamsters Local Union 486
RWDSU Local 379	Teamsters Local Union 492
RWDSU Local 386	Teamsters Local Union 495
RWDSU Local 1808	Teamsters Local Union 509
RWDSU Pension Fund	Teamsters Local Union 517
San Diego County Teamsters	Teamsters Local Union 519
So Cal Ops & Maint Eng Apprentice	Teamsters Local Union 523
Southern California Dairy Fund	Teamsters Local Union 528
Southwest Multicraft Health	Teamsters Local Union 533
Stationary Engineer Local 39 Trust	Teamsters Local Union 542
Tanks Direct	Teamsters Local Union 553
Teamster Health & Welfare Fund PA	Teamsters Local Union 592
Teamsters Benefit Trust	Teamsters Local Union 630
Teamsters Chauffeurs Warehousemen	Teamsters Local Union 638
Teamsters General Local Union 662	Teamsters Local Union 639
Teamsters Joint Council #83 of VA	Teamsters Local Union 683
Teamsters Local Union 002	Teamsters Local Union 703
Teamsters Local Union 007	Teamsters Local Union 728
Teamsters Local Union 014	Teamsters Local Union 745
Teamsters Local Union 017	Teamsters Local Union 769
Teamsters Local Union 020	Teamsters Local Union 783
Teamsters Local Union 026	Teamsters Local Union 822
Teamsters Local Union 029	Teamsters Local Union 853
Teamsters Local Union 063	Teamsters Local Union 886
Teamsters Local Union 050	Teamsters Local Union 890



Teamsters Local Union 952  
 Teamsters Local Union 983  
 Teamsters Local Union 1035  
 Teamsters Local Union 210 Health Welfare  
 Teamsters Local Union 639 Employers Hlth  
 Teamsters Miscellaneous Security  
 Teamsters Security Fund  
 Twin Cities Automotive Lodge 737  
 UAW Local 174  
 UFCW Industry Pension Fund  
 UFCW Local 88T

UFCW Local 227  
 UFCW Local 1625  
 United Dairy & Bakery Workers  
 United Dairy Workers Local 102  
 Utah Idaho Teamsters Security Fund  
 Western Conference of Teamsters  
 Western Conference of Teamsters Penn  
 Western Pa Teamsters & Employers  
 Western States Ope Pension Fund

### **Vendors – Top 89%**

101 Incorporated  
 7 Hs Dairy Farm  
 Ace American Insurance Company  
 Acosta Inc.  
 Adkins Milk Hauling  
 ADM Archer Daniels Midland  
 ADP LLC  
 Advance Milk Commodities  
 Affinity Agriculture LLC  
 Ahold Financial Services LLC  
 Ajb Ranch L.P.  
 Alco of Wisconsin Incorporated  
 Alliant Technologies LLC  
 Alvarez & Marsal Holdings LLC  
 American Fuji Seal Inc.  
 Americold Logistics LLC  
 Aon Risk Services  
 Apex Logistics Group  
 Apple Shamrock Dairy Farms LLC  
 Ares Risk Management  
 Associated Milk Producers Inc.  
 Austintown Dairy  
 Automation Personnel Services Inc.  
 Automotive Rentals Inc.  
 B&B Distributors Incorporated  
 Banc of America Leasing  
 Bank of The West  
 Barry Callebaut USA LLC  
 Bay Corrugated Cont  
 Bayland Transport Incorporated  
 BB&T Equipment Finance Corp.  
 Berkshire Dairy & Food Products

Berry Global Inc.  
 Big Island Dairy  
 Blackhawk Molding Co.  
 Blackjack Ridge Dairy  
 Blommer Chocolate Co.  
 Blue Care Network of Michigan  
 Blue Northern Distributing LLC  
 Bluegrass Dairies Incorporated  
 BMO Harris Equipment Finance  
 BNSF Logistics LLC  
 Boller Construction Company Inc.  
 Borden Dairy Co of Kentucky LLC  
 Bridge Funding Group Inc.  
 Bridgestone Americas Tire  
 Brook Corner LLC  
 Brook Crystal  
 Brooks Rigging Inc.  
 Burris Logistics  
 Byrds Dairy  
 Cal Maine Foods Inc.  
 Calfee Riverland Farms  
 California Dairies Inc.  
 Cannon Equipment Co.  
 Capco Energy Solutions LLC  
 Capital Farm Credit PCA  
 Cardata Consultants Inc.  
 Cargill Corn Milling  
 Cargill Texturizing Sol  
 Carolina Manufacturing Services, Inc.  
 Carrier Priority Card Process  
 Caterpillar Financial Servi  
 Cayuga Marketing LLC



Cayuga Milk Ingredients LLC  
 CD Facilities LLC  
 CDFA Milk Pooling Branch  
 Central Milk Producers Cooperative  
 Central Pa Teamsters Health & Welfare  
 Central States Pension Fund  
 Chep Pallean Solutions  
 Chep USA  
 Chevron Phillips Chemical Co.  
 Chobani LLC  
 CHR Hansen Inc.  
 Citizens Asset Finance Inc.  
 Citrofrut USA LLC  
 Citrosuco GmbH  
 Citrus Systems Inc.  
 CKS Packaging Inc.  
 Clasen Quality Chocolate  
 Classic Mix Partners LLC  
 Clofine Dairy & Food Products Inc.  
 Clydeside Farm  
 Cobblestone Milk Cooperative  
 Cognizant Technology Solutions US  
 Cold Front Distribution LLC  
 Coldstream Logistics Inc.  
 Computershare Inc.  
 Concord Foods LLC  
 Consolidated Container Company LP  
 Continental Tire the America  
 Cooper Legacy Dairy LLC  
 Cooperative Milk Producers Assoc  
 Cooperative Regions of Organic Pro  
 Corcentric Collective Bus  
 Country Pure Foods  
 Coupa Software Inc.  
 Coyote Logistics LLC  
 CP Flexible Packaging  
 CP Tower Owner LLC  
 Craun Samantha M  
 Cream-O-Land Dairies LLC  
 Crest Foods Company Inc.  
 Crown Credit Company  
 CSC Sugar LLC  
 Dairy Conveyor Corp.  
 Dairy Farmers of America Inc.  
 Dairy Industry Union Pension Plan  
 Dairy Marketing Services LLC

Dairy Products Inc.  
 Dairy.Com  
 Danisco USA Inc.  
 Dannon Co. Inc.  
 Danone US LLC  
 Darigold Inc.  
 David Michael & Co. Inc.  
 Dean Foods Chemung Harvard IL Ovf  
 Dean Foods Gandys Lubbock TX Ovf  
 Dean Foods Lol Woodbury MN OVF  
 Dean Foods Model Dairy Reno NV OVF  
 Deloitte & Touche LLP  
 Deloitte Consulting LLP  
 Denali Advanced Integration  
 Denali Ingredients LLC  
 Dennis Group LLC  
 Djl Management LLC  
 Domino Foods Incorporated  
 Dot Foods Inc.  
 Double H Plastics Inc.  
 Driveline Retail Merchandising Inc.  
 Dutch Dairy LLC  
 Eagle Bank and Trust  
 East West Bank  
 Ecolab Inc.  
 Ecom Ingredients LLC  
 Edgar A Weber & Company  
 Elopak Inc.  
 Erie Cooperative  
 Ernest Packaging Sol  
 Ernst & Young LLP  
 Evergreen Packaging Inc.  
 Exxonmobil Chemical Co.  
 Family Dollar  
 Farm Credit Mid America  
 Farm Credit Services of America  
 Federal Milk Market Administrator  
 Fifth Third Equipment Financ  
 First Advantage Tax Consult  
 Five Star Transport Solutions Inc.  
 Fona International Inc.  
 Foremost Farms USA  
 Forsman & Bodenfors  
 Fox Ledge Inc.  
 Gem Freshco LLC  
 General Mills Finance Inc.

Genpact International Inc.  
 Genpak LLC  
 Georgia Pacific Corrugated  
 Giant Eagle Inc.  
 Givaudan Flavors Corp.  
 Glendi Incorporated  
 Godding Transport LLC  
 Good Humor Breyers  
 Grainger  
 Grant Thornton  
 Graphic Packaging Intl  
 Grassland Dairy Products Inc.  
 Great Lakes Milk Products Inc.  
 Great Western Bank  
 Green Spot Packaging  
 Greene Trucking Incorporated  
 Guittard Chocolate Co.  
 Harrison Dairy Incorporated GA  
 Haskell Company  
 Hawaiian Teamsters Health & Welfare  
 HCL America Inc.  
 HCL Technologies Ltd  
 Hidden Villa Ranch  
 Hill Country Dairies LLC  
 Hillandale Farms East  
 Hillandale Farms of Pennsylvania  
 Hollandia Dairy Inc.  
 Holsteins Unlimited LLC 000277  
 Holtgrave Distributing Inc.  
 Hoogwegt US Inc.  
 Horizon Media Incorporated  
 Howard Baer Incorporated  
 HP Hood LLC  
 Hudsonville Creamery & Ice Cream  
 Huhtamaki Inc.  
 Huntington Technology Financ  
 Hutt Trucking Co. Inc.  
 IBM Corp.  
 Idaho Milk Products Inc.  
 IML Containers Iowa Inc.  
 Imperial Distributing Inc.  
 Indian River Hauling Florida  
 Indian River Transport Co.  
 Indiana Sugars Incorporated  
 Ineos Olefins & Polymers USA  
 Information Resources Incorporated

Ingredion Inc.  
 Insight Dairy  
 Integrated Packaging Machinery LLC  
 Integrity Express Logistics LLC  
 Inter American Products Inc.  
 International Flavors & Fragrances  
 International Food Prod  
 International Paper  
 IPC Corp.  
 Irasburg Unit  
 Jacobs Dairy LLC  
 JM Swank LLC  
 Jogue Incorporated  
 John R Ames, CTA  
 Joint Council of Teamsters 3  
 K K Carriers  
 Kandel Transport Inc.  
 KDV Label Company Inc.  
 Kellogg Sales Co.  
 Kennesaw Transportation Inc.  
 Kerry Ingredients & Flavours  
 KLLM Transport Services LLC  
 Labor Alliance Managed Trust Fund  
 Lafayette State Bank  
 Land O'Lakes, Inc.  
 Lee John S 000389  
 Legend Public Relations  
 Legion Logistics LLC  
 Leprino Foods Dairy Products Co.  
 Life Insurance Co. of North America  
 Lindell Farms LLC  
 Liqui Box Corp.  
 Lisma Logistics Inc.  
 Lithotype Co. Inc.  
 Lone Star Milk Producers Inc.  
 Los Angeles County Tax Collector  
 Lucerne Foods Inc.  
 Lueken Dairy Farm Incorporated  
 LW Wilson & Sons LLC  
 Lyons Magnus Inc.  
 Lyons Magnus LLC  
 Manpower  
 Maple Dairy  
 Mars Wrigley Confections US  
 Marsh USA Inc.  
 Maryland & Virginia Milk Producers

Matson Navigation Company Inc.  
Meadow Wood Farms  
Mercedes Benz Financial Serv  
Mercer USA Inc.  
Merry Milk Maid  
Michigan Milk Producers Association  
Microsoft Corporation  
Millard Refrigerated Services LLC  
Miltran Inc.  
MMPA  
Motion Industries Inc.  
Mountain View Hauling LLC  
MRV Dairy Solutions  
Multi Rose Jerseys Inc.  
Nalco Company  
National Dairy Promotion and Research  
National Financial Services LLC  
National Fluid Milk Processor Promotion  
Board  
National Sugar Marketing LLC  
Navarro Pecan Co. Inc.  
Navistar Inc.  
Nestle USA Inc.  
Ninth Avenue Foods  
Norse Dairy Systems  
O Ice LLC  
O&W Dairy Farm Incorporated  
O-At-Ka Milk Products Coop Inc.  
Odyssey FoodTrans LLC  
Oldenkamp Trucking Inc.  
Onestream Software LLC  
Organic Valley Fresh  
Owen Transportation Services LLC  
Pacific Rim Capital Inc.  
Packaging Corp of America  
Paradis Inc.  
Pecan Deluxe Candy Co.  
Penske Truck Leasing Co. L.P.  
Peoplenet Communications  
Pepsico  
Performance Logistics LLC  
Phoenix Packaging Operations  
Pine Ton Farm LLC  
Pioneer Cold  
Pondera Colony  
Premier Juices

Premier Milk Inc.  
Prepass  
PricewaterhouseCoopers LLP  
Prime Inc.  
Pro Star Logistics Inc.  
Quantum Health Inc.  
Queensboro Farm Products Inc.  
Quickway Logistics Inc.  
Rabo Agrifinance Incorporated  
Randstad  
Randy Van Veldhuizen Farm  
Ray Calfee  
Readington Farms Inc.  
Ready Roast Nut Co. LLC  
Red Diamond Inc.  
Red Stag Logistics LLC  
Regions Equipment Finance  
Rehrig Pacific Company  
Rhino Foods Inc.  
Rich Dairy Products Inc.  
Richs Ice Cream  
Robertet Flavors Inc.  
Rocket Products Inc.  
Rogers Manufacturing Co.  
Rowley Trucking Incorporated  
Ruan Logistics Corporation  
RWDSU  
RWS Design & Controls Inc.  
Ryder Integrated Logistics  
Ryder Truck Rental Inc.  
Safeway Inc.  
Santander Bank Na  
Saputo Cheese USA Inc.  
Saputo Dairy Foods USA LLC  
Sartori Company  
SAS Dairy  
Scattered Acres Incorporated  
Schreiber Foods Incorporated  
Schuster Company  
Securitas Security Services US Inc.  
Select Milk Producers, Inc.  
Sensient Flavors LLC  
Sensoryeffects Inc.  
Shamrock Arizona Dairy Div  
Shenandoah Dairy Incorporated  
Shoptology Incorporated

Signature Financial LLC  
 Silgan Ipec Corp.  
 Silgan Plastic Closure  
 Sirva Relocation LLC  
 Slalom LLC  
 Smithfield Direct LLC  
 Sokol And Co.  
 South Georgia Pecan Co.  
 Southeast Milk Incorporated  
 Southern Cross Dairy LLC  
 Spring Hill Pure Natura  
 SS Brown Transportation Inc.  
 St Albans Coop Creamery Inc.  
 Stanpac Inc.  
 Stanton Farms LLC  
 Star Kay White Inc.  
 Steamburg Milk Producers Coop  
 Stremicks Heritage Foods LLC  
 Sunrise Dairy Inc.  
 SunTrust Equipment Finance  
 Superior Dairy Inc.  
 Suwannee Dairy Incorporated  
 Sweetener Supply Corp.  
 Sweetwater Valley Farm Inc.  
 Synergy Flavors Inc.  
 Tampico Beverages Inc.  
 Tastepoint Inc.  
 Tate & Lyle Ingredients Americas  
 Tax Assessor Collector  
 Tc Jacoby & Company Inc. B110210  
 Teamsters Benefit Trust  
 Teamsters Health & Welfare Fund  
 Teamsters Joint Council #83 Of Va  
 Teamsters Local Union 261  
 Telerx Marketing Inc.  
 Tetra Pak Inc.  
 The Dairy Group Inc.  
 Thermo King Svc Inc.  
 Thunder Hollow Farm  
 Timmons Farms Ltd.

Timon Perron Trucking Incorporated  
 Tobico Transportation LLP  
 TPX Transport LLC  
 Trilogy Dairy L.P.  
 Tropicana Chilled DSD  
 Twin Creeks Farm LLC  
 Twin Express Incorporated  
 Unicold Corp.  
 United Dairymen of Arizona  
 United States Department of Agriculture  
 United Sugars Corp.  
 Uptown Cityplace LLC  
 Utah Idaho Teamsters Security Fund  
 Velocity  
 Vendor Consulting Group Inc.  
 Ventura Coastal LLC  
 Veritiv Operating Co.  
 Virginia Dare  
 Vivio Health Inc.  
 WageWorks  
 Wagner Meinert LLC  
 WD Logistics LLC  
 Wells Fargo  
 Wells Fargo Equipment Finance  
 Wells Fargo Pa Receipts  
 Wenning Dairy LLC  
 Werhane Enterprises Ltd.  
 West Point Dairy Prod LLC Plant 1  
 West Point Dairy Products LLC Utah  
 Western Conference Of Teamsters  
 WestRock  
 White Eagle Cooperative Association  
 White Oak Dairy  
 Winburn Milk Company Inc.  
 Winnesota Regional Transportation  
 Witte Bros Exchange Incorporated  
 Woodall Farms  
 WS Packaging Group  
 Xtra Lease LLC  
 Young Brothers Ltd.

### **Notice of Appearance Parties, as of December 19, 2019**

14770 Centreport Office Owner LLC  
 3M Company

3MD, Inc. d/bffr/a Denali Advanced  
 Integration  
 Ad Hoc Group of Bondholders

American Fuji Seal, Inc.  
 Angelina County  
 Ascentium Capital LLC  
 Athens Utilities Board  
 Banc of America Leasing & Capital, LLC  
 Bank of Montreal  
 Bay Corrugated Container, Inc.  
 BB&T Equipment Finance Corporation  
 Bexar County  
 Blanco CAD  
 Blommer Chocolate Company  
 BMO Harris Bank N.A.  
 BMO Harris Equipment Finance Co.  
 Bridge Capital Leasing, Inc.  
 Bridge Funding Group, Inc.  
 Broadway Hights Dairy, Inc.  
 Caldwell CAD  
 California Dairies Inc.  
 Cameron County  
 Central Milk Producers Cooperative  
 CenturyLink Communications, LLC  
 Chobani, LLC  
 Chubb Companies  
 Citizens Asset Finance, Inc.  
 Citizens Bank, N.A.  
 City of Harlingen  
 City of McAllen  
 City of Mercedes  
 Cleveland ISD  
 Conopco, Inc d/b/a Unilever  
 Consolidated Container Company, LLC  
 Convoy Servicing Company  
 Cooperatieve Rabobank U.A., New York  
 Branch  
 Cooperative Regions of Organic Producer  
 Pools  
 Country Pure Foods, Inc.  
 CP Tower Owner LLC  
 Dairy Farmers of America  
 Dallas County  
 Delta Fire System, a Division of Western  
 States Fire Protection  
 DeWitt County  
 Dimmit County  
 Double H Manufacturing Corporation  
 DuPont de Nemours, Inc.

Ecolab, Inc.  
 Employer Direct Healthcare LLC  
 Fifth Third Bank  
 Fort Bend County  
 Freese and Nichols, Inc.  
 General Machinery Company, Inc.  
 Hamilton CAD  
 Harlingen CISD  
 Harris County  
 Hays CISD  
 Hidalgo County  
 IBM Credit LLC  
 Interbake Foods, LLC  
 Island Dairy, LLC  
 Jefferson County  
 Key Equipment Finance, a division of  
 KeyBank National Association  
 Lampasas County  
 Land O'Lakes, Inc.  
 Leakey Independent School District  
 Liberty Mutual Insurance Company  
 Limestone County  
 Lindox Equipment Company  
 Liqui-Box Corp.  
 LLano County  
 Los Fresnos CISD  
 Lubbock Central Appraisal District, et al  
 Mansfield Oil Company  
 Marissa Jarratt  
 Matagorda County  
 Maverick County  
 McLennan County  
 Mercedes-Benz Financial Services USA  
 LLC D/B/A Daimler Truck Financial  
 Mesa Equipment & Supply Company  
 Montgomery County  
 MPS Enterprises, LLC  
 Norse Dairy Systems, LLC  
 Nueces County  
 Oracle America, Inc.  
 PACCAR Financial Corp.  
 Pacific Rim Capital, Inc.  
 Palacios ISD  
 Penske Truck Leasing Co., L.P.  
 Premier Trailer Leasing, Inc.  
 Pro Star Logistics, LLC

Raymondville ISD  
 Realty Income Corporation  
 Regions Bank  
 Rio Hondo ISD  
 Robertson County  
 RWDSU Health and Benefit Fund  
 RWDSU Pension Fund  
 Ryder Truck Rental, Inc.  
 San Marcos CISD  
 Santa Fe Independent School District  
 Signature Financial, LLC  
 Silgan White Cap LLC  
 Sodexo Operations, LLC  
 Sokol and Company, Inc.  
 Sompo Holdings, Inc.  
 South Georgia Pecan Company  
 Southern Foods Group, LLC  
 Sugaright  
 Sun Trust Equipment Finance & Leasing  
 Sysco Corporation  
 Tetra Pak, Inc.  
 Texas Bank and Trust Company  
 Texas Comptroller of Public Accounts  
 Texas Department of Insurance, Division of  
 Workers Compensation

Texas Taxing Authorities  
 The Bank of New York Mellon Trust  
 Company, N.A.  
 The Kroger Co.  
 The Stop & Shop Supermarket Company  
 LLC  
 Thomas Petroleum, LLC  
 TIAA Commercial Finance, Inc. f/k/a  
 EverBank Commercial Finance, Inc.  
 UMR, Inc.  
 United States of America  
 UnitedHealthcare Insurance Company  
 Uvalde County  
 Victoria County  
 Visible Supply Chain Management  
 Holdings, Inc.  
 Visible Supply Chain Management, LLC  
 Wells Fargo Equipment Finance, Inc.  
 Westchester Fire Insurance Company  
 WestRock CP, LLC  
 Willacy County  
 William J. Begg  
 WS Packaging Group, Inc.

**Parties Listed on Filed 2019 Statements, as of December 19, 2019**

AEP Energy, Inc.  
 American Electric Power  
 Ascribe III Investments LLC  
 Atlantic City Electric Company  
 Boston Gas Company  
 Broadbill Investment Partners, LLC  
 Commonwealth Edison Company  
 Connecticut Light & Power Company  
 Constellation NewEnergy – Gas Division,  
 LLC  
 Constellation NewEnergy, Inc.  
 Delmarva Power & Light Company  
 Ensign Peak Advisors, Inc.  
 Florida Power & Light Company  
 Georgia Power Company  
 Jackson Electric Membership Corporation  
 KeySpan Energy Delivery Long Island  
 Kingsferry Capital LLC

Knighthood Capital Management, LLC  
 Massachusetts Electric Company  
 Metropolitan Edison Company  
 MILFAM Investments LLC  
 Monongahela Power Company  
 Niagara Mohawk Power Corporation  
 NStar Electric Company, Eastern  
 Massachusetts  
 NStar Electric Company, Western  
 Massachusetts  
 Ohio Edison Company (First Energy Corp.)  
 PECO Energy Company  
 Pennsylvania Electric Company  
 Pennsylvania Power Company  
 Potomac Edison Company  
 San Diego Gas and Electric Company  
 Southern California Gas Company  
 Toledo Edison Company

Virginia Electric and Power Company d/b/a  
Dominion Energy Virginia



**Schedule 2**

**Schedule of Searched Parties and/or Certain Related Parties that Akin Gump  
Currently Represents, or Has in the Past Represented, in Matters  
Unrelated to these Chapter 11 Cases\***

**The Committee of Unsecured Creditors**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

The Bank of New York Mellon Trust Company, N.A.

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Pension Benefit Guaranty Corporation  
Select Milk Producers, Inc.

**Professionals of the Committee of Unsecured Creditors**

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Miller Buckfire & Co. LLC

**Professionals of the Members of the Committee of Unsecured Creditors**

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Alston & Bird LLP  
Jackson Walker LLP

**Debtors**

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*



Dean Foods Company  
Dean Foods North Central, LLC  
Dean Foods of Wisconsin, LLC

Friendly's Ice Cream Holdings Corp.  
Friendly's Manufacturing and Retail, LLC

### **Debtors' Affiliates**

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Dairymen's (HI)  
Dean Foods - LeMars (in IA, NE)  
Dean Foods Central Ice Cream (in IN)  
Dean Foods Company  
Dean Foods Company of Indiana, LLC (in IN)  
Dean Foods Foundation  
Dean Foods Holding Company (PA, WA)  
Dean Foods Management, LLC (OH)  
Dean Foods National Warehouse (in CO)  
Dean Foods North Central, LLC

Dean Foods of Decatur (in IN)  
Dean Foods of Wisconsin, LLC  
Dean Foods Services, LLC (MN, NE, ND, TX, IL, MI)  
Friendly's Ice Cream Holdings Corp.  
Friendly's Manufacturing and Retail, LLC  
Heartland Farms (in CA)  
Hygeia Dairy (in TX)  
Nature's Best (in RI)  
Schepp's Dairy (Dallas)

### **5% or More Equity Holders**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

BlackRock Fund Advisors  
Morgan Stanley & Co. LLC

The Vanguard Group, Inc.

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Dimensional Fund Advisors L.P.

### **Bankruptcy Judges**

*Akin Gump has not represented in the past and currently does not represent these parties.*

### **Bankruptcy Professionals**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Evercore Group L.L.C.

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Davis Polk & Wardell LLP  
Norton Rose Fulbright US LLP

**Banks/Lender/UCC Lien Parties/Administrative Agents**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

ACF FinCo I L.P.	CIT Northbridge Funding I LLC
BMO Harris Bank N.A.	PNC Bank, National Association

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

CoBank, ACB	ING Capital LLC
Coöperatieve Rabobank U.A.	Nieuw Amsterdam Receivables
(Administrative Agent)	
Coöperatieve Rabobank U.A., New York	
Branch	

**Bondholders**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

AllianceBernstein, L.P. (U.S.)	Mellon Investments Corporation
Aurelius	Metlife Investment Advisors, LLC
Bank of Nova Scotia Trust Company	Morgan Stanley Investment Management
BlackRock Advisors, LLC	Inc.
BMO Asset Management, Inc.	Paloma Securities LLC
Carlson Capital, L.P.	Robeco Institutional Asset Management
Farmstead	B.V.
Goldman Sachs Asset Management, L.P.	Scotia Capital (USA), Inc.
(U.S.)	SG Americas Securities, LLC
HSBC Private Bank (Suisse) SA	Stone Harbor Investment Partners, L.P.
J.P. Morgan Investment Management, Inc.	Three Court, L.P.
J.P. Morgan Securities, LLC	UBS Securities, LLC
Knighthead Capital Management, LLC	Voya Investment Management, LLC
Logan Circle Partners, L.P.	Whitebox Advisors, LLC

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Advent Capital Management, LLC	Euroclear Bank - Israel
Clearstream Bank - Austria	Euroclear Bank - Jersey C.I.
Clearstream Bank - Belgium	Euroclear Bank - Liechtenstein
Clearstream Bank - Canada	Euroclear Bank - Luxemburg
Clearstream Bank - France	Euroclear Bank - Netherlands
Clearstream Bank - Germany	Euroclear Bank - Other
Clearstream Bank - Italy	Euroclear Bank - Panama
Clearstream Bank - Luxembourg	Euroclear Bank - Russia
Clearstream Bank - Monaco	Euroclear Bank - Sweden
Clearstream Bank - Spain	Euroclear Bank - Switzerland
Clearstream Bank - Switzerland	Euroclear Bank - United Kingdom
Clearstream Bank - United Kingdom	Euroclear Bank - United States
Clearstream Bank - United States	Invesco Capital Management, LLC
Clearstream Bank - Uruguay	Manulife Asset Management (U.S.), LLC
Euroclear Bank - Asia (Other)	Mudrick Capital
Euroclear Bank - Austria	Nomura Securities International, Inc.
Euroclear Bank - Belgium	Phoenix Investment Advisors
Euroclear Bank - Canada	State Street Global Advisors (SSgA)
Euroclear Bank - Cyprus	Stifel, Nicolaus & Company, Inc.
Euroclear Bank - France	United Heritage Insurance (Internal Team)
Euroclear Bank - Germany	

### **Customers – Top 50%**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Ahold/Delhaize America Inc.	Starbucks
CVS/Caremark Corp	Wal-Mart Stores/HQ

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Albertsons LLC/HQ	Supervalu Inc./HQ
Aldi Inc./HQ	Sysco
Baskin Robbins/Dunkin Donuts	Target Corp.
Dollar General	US Foodservice
Morningstar	

### **Directors**

*Akin Gump has not represented in the past and currently does not represent these parties.*

## Officers

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Delaware Trust Company - (Primary Contact: Alan R. Halpern)

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

CT Corporation - McMahon, Daniel P.

## Insurance

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

ACE American Insurance Co.  
ACE Fire Underwriters  
AGCS Marine Insurance  
Allianz  
Beazley Insurance Company  
Chubb Seguros Mexico, S.A.

CNA Insurance  
Federal Insurance Company ("CHUBB")  
Indemnity Insurance Co of North America  
Interstate Fire & Casualty Co.  
Liberty Mutual Insurance Europe SE  
Liberty Specialty Markets Bermuda Limited

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

1274 Antares Lloyd's Syndicate  
2623/0623 AFB Lloyds Syndicate – Beazley  
Allied World Assurance Company Ltd.  
Argo Re Ltd.  
Aspen Bermuda Ltd.  
Aspen Specialty Insurance Co.  
AXIS Insurance Company  
Berkshire Hathaway Specialty Insurance Co.  
Crawford & Company  
Everest Indemnity Insurance Company  
Everest National Insurance Company  
Factory Mutual Insurance Company  
Gallagher Bassett Services  
Great American Insurance Company  
Illinois National Insurance Co.  
Markel Bermuda Ltd.

Navigators Insurance Company  
Old Republic Insurance Company  
Princeton Excess & Surplus Lines Ins. Co.  
QBE Specialty  
Sedgwick Claims Management Services Ltd.  
Starr Companies  
The North River Insurance Company  
Travelers Insurance Company Ltd.  
Travelers Property Casualty Company of America  
XL Catlin Bermuda  
XL Insurance America, Inc.  
XL Insurance Company SE  
XL Specialty Insurance Company  
Zurich American Insurance Company

## Litigation

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Friendly's Manufacturing and Retail, LLC  
Williams, David\*

## Other Significant Creditors

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Banc of America  
BciCapital (formerly City National Capital Finance Inc.)  
BMO Harris (formerly GE CF Trust)  
BMO Harris Equipment Finance Company  
BMO Harris Transportation Finance  
CHUBB (ACE American Insurance Company)  
Continental Casualty Company  
East West Bank  
Key Equipment Finance  
Liberty Mutual Insurance Company

PACCAR Financial Corp  
PNC Equipment Leasing, LLC  
Ryder Leasing  
Siemens Financial Services, Inc.  
Sovereign (Santander Bank)  
Suntrust Equipment Finance & Leasing Corp.  
Wells Fargo (formerly GE CF Trust)  
Wells Fargo (formerly GE TF Trust)  
Wells Fargo Equipment Finance, Inc.  
Westchester Fire Insurance Company

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

American Casualty Company  
Bank of the West  
BB&T Equip Finance  
Citizens Asset Finance (fka RBS Asset Finance)  
Daimler Trust  
Duke Energy Carolinas, LLC  
Duke Energy Florida, LLC  
Duke Energy Indiana, LLC  
Duke Energy Progress, LLC  
Fifth Third Equipment Finance

Momentive Specialty Chemicals Inc.  
Penske  
Signature Financial LLC  
TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)  
Travelers Casualty and Surety Company of America  
Travelers Indemnity Co.  
United States Fidelity & Guaranty Company  
Zurich American Insurance Company

### **Top 30 Unsecured Creditors**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

ADM Archer Daniels Midland  
Ryder System, Inc.

The Bank of New York Mellon Trust  
Company, N.A.

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Nestle USA  
Pension Benefit Guaranty Corporation  
(PBGC)  
Penske Truck Leasing Company LP  
Select Milk Producers Inc.

Silgan Plastic Closure Corporation  
Southeast Milk, Inc.  
WestRock  
WS Packaging Group, Inc.

### **U.S. Trustee Office**

*Akin Gump has not represented in the past and currently does not represent these parties.*

### **Unions**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Intl Union of Operating Engineers

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

International Brotherhood of Teamsters  
NYS Teamsters Health & Hospital Fund  
Teamster Health & Welfare Fund PA

Teamsters Benefit Trust  
Teamsters Miscellaneous Security  
Teamsters Security Fund

### **Vendors – Top 89%**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

ACE American Insurance Company  
ADM Archer Daniels Midland  
Ahold Financial Services LLC

Ares Risk Management  
Associated Milk Producers Inc.  
Banc of America Leasing

BMO Harris Equipment Finance  
 Bridgestone Americas Tire  
 Capital Farm Credit PCA  
 Cargill Corn Milling  
 Cargill Texturizing Sol  
 Chevron Phillips Chemical Co.  
 Chobani LLC  
 Cognizant Technology Solutions US  
 Deloitte & Touche LLP  
 Deloitte Consulting LLP  
 East West Bank  
 Ernst & Young LLP  
 Exxonmobil Chemical Co.

IBM Corp.  
 International Paper  
 Microsoft Corporation  
 PricewaterhouseCoopers LLP  
 Ryder Integrated Logistics  
 Ryder Truck Rental Inc.  
 Safeway Inc.  
 Santander Bank NA  
 SunTrust Equipment Finance  
 Velocity\*  
 Wells Fargo  
 Wells Fargo Equipment Finance  
 Wells Fargo Pa Receipts

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

ADP LLC  
 Americold Logistics LLC  
 Aon Risk Services  
 BB&T Equipment Finance Corp.  
 BNSF Logistics LLC  
 Caterpillar Financial Servi  
 Citizens Asset Finance Inc.  
 Citrosuco GmbH  
 Computershare Inc.  
 Dean Foods Chemung Harvard IL Ovf  
 Dean Foods Gandys Lubbock TX Ovf  
 Dean Foods Lol Woodbury MN OVF  
 Dean Foods Model Dairy Reno NV OVF  
 Family Dollar  
 Fifth Third Equipment Finance  
 General Mills Finance Inc.  
 Genpact International Inc.  
 Georgia Pacific Corrugated  
 Giant Eagle Inc.  
 Grainger  
 Grant Thornton

Ineos Olefins & Polymers USA  
 IPC Corp.  
 Kellogg Sales Co.  
 Marsh USA Inc.  
 Mercedes Benz Financial Serv  
 Mercer USA Inc.  
 Nalco Company  
 Nestle USA Inc.  
 Penske Truck Leasing Co. L.P.  
 Pepsico  
 Select Milk Producers  
 Signature Financial LLC  
 Southeast Milk Incorporated  
 Tate & Lyle Ingredients Americas  
 Teamsters Benefit Trust  
 Teamsters Health & Welfare Fund  
 Tetra Pak Inc.  
 WageWorks  
 WestRock  
 White Eagle Cooperative Association  
 WS Packaging Group

#### **Notice of Appearance Parties, as of December 19, 2019**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

3M Company

Banc of America Leasing & Capital, LLC



Bank of Montreal  
 BMO Harris Bank N.A.  
 BMO Harris Equipment Finance Co.  
 CenturyLink Communications, LLC  
 Chobani, LLC  
 Chubb Companies  
 DuPont de Nemours, Inc.  
 IBM Credit LLC  
 Key Equipment Finance, a division of  
 KeyBank National Association

Liberty Mutual Insurance Company  
 PACCAR Financial Corp.  
 Ryder Truck Rental, Inc.  
 Sun Trust Equipment Finance & Leasing  
 The Bank of New York Mellon Trust  
 Company, N.A.  
 UnitedHealthcare Insurance Company  
 Wells Fargo Equipment Finance, Inc.  
 Westchester Fire Insurance Company

*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

BB&T Equipment Finance Corporation  
 Bexar County  
 Cameron County  
 Citizens Asset Finance, Inc.  
 Citizens Bank, N.A.  
 Conopco, Inc d/b/a Unilever  
 Convoy Servicing Company  
 Cooperatieve Rabobank U.A., New York  
 Branch  
 Dallas County  
 Double H Manufacturing Corporation  
 Fifth Third Bank  
 Harris County  
 Mercedes-Benz Financial Services USA  
 LLC D/B/A Daimler Truck Financial

Montgomery County  
 Oracle America, Inc.  
 Penske Truck Leasing Co., L.P.  
 Realty Income Corporation  
 Signature Financial, LLC  
 Silgan White Cap LLC  
 Sodexo Operations, LLC  
 Sysco Corporation  
 Tetra Pak, Inc.  
 Texas Bank and Trust Company  
 The Kroger Co.  
 TIAA Commercial Finance, Inc. f/k/a  
 EverBank Commercial Finance, Inc.  
 WestRock CP, LLC  
 WS Packaging Group, Inc.

**Parties Listed on Filed 2019 Statements, as of December 19, 2019**

*Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

Atlantic City Electric Company  
 Boston Gas Company  
 Broadbill Investment Partners, LLC  
 Commonwealth Edison Company  
 Delmarva Power & Light Company  
 Florida Power & Light Company

KeySpan Energy Delivery Long Island  
 K Knighthead Capital Management, LLC  
 Massachusetts Electric Company  
 MILFAM Investments LLC  
 Niagara Mohawk Power Corporation  
 PECO Energy Company



*Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:*

AEP Energy, Inc.  
American Electric Power  
Constellation NewEnergy – Gas Division,  
LLC  
Constellation NewEnergy, Inc.  
Georgia Power Company  
Metropolitan Edison Company  
Monongahela Power Company

Ohio Edison Company  
Pennsylvania Electric Company  
Pennsylvania Power Company  
Potomac Edison Company  
San Diego Gas and Electric Company  
Southern California Gas Company  
Toledo Edison Company

**Schedule 3**

**Schedule of Searched Parties and/or Certain Related Parties that are Currently,  
or Have in the Past Been, Adverse to Clients of Akin Gump\***

3M Company	Barry Callebaut USA LLC
ACE American Insurance Co.	BB&T Equipment Finance Corporation
ACE Fire Underwriters	BciCapital (formerly City National Capital Finance Inc.)
ACF FinCo I L.P.	Berkshire Hathaway Specialty Insurance Co.
Acosta, Inc.	Bexar County
ADM Archer Daniels Midland	Blackhawk Molding Co.
ADP LLC	BlackRock Advisors, LLC
AEP Energy, Inc.	BlackRock Fund Advisors
AGCS Marine Insurance	BMO Asset Management, Inc.
Ahold Financial Services LLC	BMO Harris (formerly GE CF Trust)
Ahold/Delhaize America Inc.	BMO Harris Bank N.A.
Alco of Wisconsin Incorporated	BMO Harris Equipment Finance Company
AllianceBernstein, L.P. (U.S.)	BMO Harris Transportation Finance
Allianz	BNSF Logistics LLC
Allied World Assurance Company Ltd.	Boller Construction Company Inc.
Alston & Bird LLP	Boston Gas Company
Alvarez & Marsal	Capco Energy Solutions LLC
Alvarez & Marsal Holdings LLC	Capital Farm Credit PCA
American Casualty Company	Cargill Corn Milling
American Electric Power	Cargill Texturizing Sol
Aon Risk Services	Caterpillar Financial Servi
Ares Risk Management	Central Pa Teamsters Health & Welfare
Argo Re Ltd.	Central Pa Teamsters Pension Fund
Ascentium Capital LLC	Central Pension Fund
Aspen Bermuda Ltd.	Central States Pension Fund
Aspen Specialty Insurance Co.	Central States, Southeast and Southwest
Atlantic City Electric Company	Areas Pension Funds
Automotive Industries	CenturyLink Communications, LLC
AXIS Insurance Company	Chevron Phillips Chemical Co.
Banc of America	Chobani LLC
Banc of America Leasing	CHUBB (ACE American Insurance
Banc of America Leasing & Capital, LLC	Company)
Bank of Montreal	Chubb Companies
Bank of Nova Scotia Trust Company	
Bank of the West	

Chubb Seguros Mexico, S.A.  
 CIT Northbridge Funding I LLC  
 Citizens Asset Finance (fka RBS Asset Finance)  
 Citizens Asset Finance Inc.  
 Citizens Bank, N.A.  
 CNA Insurance  
 CoBank, ACB  
 Cognizant Technology Solutions US  
 Commonwealth Edison Company  
 Computershare Inc.  
 Connecticut Light & Power Company  
 Conopco, Inc d/b/a Unilever  
 Continental Casualty Company  
 Constellation NewEnergy – Gas Division, LLC  
 Constellation NewEnergy, Inc.  
 Coöperatieve Rabobank U.A.  
 (Administrative Agent)  
 Cooperatieve Rabobank U.A., New York Branch  
 CT Corporation - McMahon, Daniel P.  
 Cumberland Farms  
 CVS/Caremark Corp  
 Dairy Marketing Services LLC  
 Davis Polk & Wardell LLP  
 Dean Foods - LeMars (in IA, NE)  
 Dean Foods Central Ice Cream (in IN)  
 Dean Foods Chemung Harvard IL Ovf  
 Dean Foods Company  
 Dean Foods Company of Indiana, LLC (in IN)  
 Dean Foods Foundation  
 Dean Foods Gandys Lubbock TX Ovf  
 Dean Foods Holding Company (PA, WA)  
 Dean Foods Lol Woodbury MN OVF  
 Dean Foods Management, LLC (OH)  
 Dean Foods Model Dairy Reno NV OVF  
 Dean Foods National Warehouse (in CO)  
 Dean Foods North Central, LLC  
 Dean Foods of Decatur (in IN)  
 Dean Foods of Wisconsin, LLC  
 Dean Foods Services, LLC (MN, NE, ND, TX, IL, MI)  
 Delaware Trust Company - (Primary Contact: Alan R. Halpern)

Delmarva Power & Light Company  
 Deloitte & Touche LLP  
 Deloitte Consulting LLP  
 Deseret Trust Company  
 Dimensional Fund Advisors L.P.  
 Dollar General  
 Duke Energy Carolinas, LLC  
 Duke Energy Florida, LLC  
 Duke Energy Indiana, LLC  
 Duke Energy Progress, LLC  
 DuPont de Nemours, Inc.  
 Eagle Bank and Trust  
 East West Bank  
 Ecolab Inc.  
 Endurance American Insurance Company  
 Ensign Peak Advisors, Inc.  
 Epiq Corporate Restructuring, LLC  
 Ernst & Young LLP  
 Euroclear Bank - Asia (Other)  
 Euroclear Bank - Austria  
 Euroclear Bank - Belgium  
 Euroclear Bank - Canada  
 Euroclear Bank - Cyprus  
 Euroclear Bank - France  
 Euroclear Bank - Germany  
 Euroclear Bank - Israel  
 Euroclear Bank - Jersey C.I.  
 Euroclear Bank - Liechtenstein  
 Euroclear Bank - Luxemburg  
 Euroclear Bank - Netherlands  
 Euroclear Bank - Other  
 Euroclear Bank - Panama  
 Euroclear Bank - Russia  
 Euroclear Bank - Sweden  
 Euroclear Bank - Switzerland  
 Euroclear Bank - United Kingdom  
 Euroclear Bank - United States  
 Everest Indemnity Insurance Company  
 Everest National Insurance Company  
 Exxonmobil Chemical Co.  
 Factory Mutual Insurance Company  
 Family Dollar  
 Federal Insurance Company (“CHUBB”)  
 Fifth Third Bank  
 Fifth Third Equipment Finance  
 Florida Power & Light Company

Friendly's Ice Cream Holdings Corp.  
 Friendly's Manufacturing and Retail, LLC  
 Gallagher Bassett Services  
 General Mills Finance Inc.  
 General Security Indemnity Co. of Arizona  
 Georgia Pacific Corrugated  
 Georgia Power Company  
 Giant Eagle Inc.  
 Goldman Sachs Asset Management, L.P.  
 (U.S.)  
 Grant Thornton  
 Great American Insurance Company  
 Hamilton CAD  
 Harris County  
 HCL America Inc.  
 HCL Technologies Ltd  
 HSBC Private Bank (Suisse) SA  
 IAM National Pension Fund  
 IBM Corp.  
 IBM Credit LLC  
 Illinois National Insurance Co.  
 Illinois Union Insurance Company  
 Indemnity Insurance Co of North America  
 Ineos Olefins & Polymers USA  
 ING Capital LLC  
 Ingredion Inc.  
 International Brotherhood of Teamsters  
 International Paper  
 Interstate Fire & Casualty Co.  
 Intl Union of Operating Engineers  
 Invesco Capital Management, LLC  
 J.P. Morgan Investment Management, Inc.  
 J.P. Morgan Securities, LLC  
 Jefferson County  
 Joint Council of Teamsters 3  
 Key Equipment Finance  
 KeySpan Energy Delivery Long Island  
 Knighthead Capital Management, LLC  
 Liberty Mutual Insurance Company  
 Liberty Mutual Insurance Europe SE  
 Liberty Specialty Markets Bermuda Limited  
 Logan Circle Partners, L.P.  
 Manulife Asset Management (U.S.), LLC  
 Marsh USA Inc.  
 Massachusetts Electric Company  
 MB Equipment Finance, LLC

Mellon Investments Corporation  
 Mercedes Benz Financial Serv  
 Mercedes-Benz Financial Services USA  
 LLC d/b/a Daimler Truck Financial  
 Mercer USA Inc.  
 Metlife Investment Advisors, LLC  
 Microsoft Corporation  
 Miller Buckfire & Co. LLC  
 Momentive Specialty Chemicals Inc.  
 Monongahela Power Company  
 Montgomery County  
 Morgan Stanley & Co. LLC  
 Morgan Stanley Investment Management  
 Inc.  
 Mudrick Capital  
 Navigators Insurance Company  
 Nestle USA Inc.  
 New England Teamsters & Trucking  
 New Jersey Department of Environmental  
 Protection  
 NFIP  
 Niagara Mohawk Power Corporation  
 Nieuw Amsterdam Receivables  
 Nomura Securities International, Inc.  
 Norton Rose Fulbright US LLP  
 NStar Electric Company, Eastern  
 Massachusetts  
 NStar Electric Company, Western  
 Massachusetts  
 NYS Teamsters Pension & Retirement Fund  
 Ohio Bureau of Workers' Compensation  
 Ohio Edison Company  
 Old Republic Insurance Company  
 OPEIU  
 Oracle America, Inc.  
 Paloma Securities LLC  
 PECO Energy Company  
 Pennsylvania Electric Company  
 Pension Benefit Guaranty Corporation  
 Pepsico  
 PNC Bank, National Association  
 PNC Equipment Leasing, LLC  
 PricewaterhouseCoopers LLP  
 Princeton Excess & Surplus Lines Ins. Co.  
 QBE Specialty  
 Realty Income Corporation

Regions Bank  
Regions Equipment Finance Corporation  
Safeway Inc.  
Safrá Securities, LLC  
San Diego Gas and Electric Company  
Santander Bank NA  
Scotia Capital (USA), Inc.  
SG Americas Securities, LLC  
Siemens Financial Services, Inc.  
Sodexo Operations, LLC  
Sovereign (Santander Bank)  
Starbucks  
Starr Companies  
State Street Global Advisors (SSgA)  
Stifel, Nicolaus & Company, Inc.  
SunTrust Equipment Finance  
Suntrust Equipment Finance & Leasing Corp.  
Supervalu Inc./HQ  
Sysco  
Target Corp.  
Teamster Health & Welfare Fund PA  
Teamsters Benefit Trust  
Teamsters Chauffeurs Warehousemen  
Teamsters Health & Welfare Fund  
Teamsters Joint Council #83 of VA  
Teamsters Local Union 331  
Teamsters Local Union 639  
Teamsters Local Union 886  
Teamsters Local Union 639 Employers Hlth  
Teamsters Miscellaneous Security  
Teamsters Security Fund  
Tennessee Valley Authority  
Texas Bank and Trust Company  
Texas Comptroller of Public Accounts  
The Bank of New York Mellon Trust Company, N.A.  
The Kroger Co.

The Vanguard Group, Inc.  
TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)  
Travelers Casualty and Surety Company of America  
Travelers Indemnity Co.  
Travelers Insurance Company Ltd.  
Travelers Property Casualty Company of America  
Travelers Casualty and Surety Company of America  
Tropicana Chilled DSD  
UBS Securities, LLC  
UFCW Industry Pension Fund  
United States Department of Agriculture  
United States of America  
UnitedHealthcare Insurance Company  
Uptown Cityplace LLC  
US Foodservice  
Velocity\*  
Virginia Electric and Power Company d/b/a Dominion Energy Virginia  
Voya Investment Management, LLC  
Wal-Mart Stores/HQ  
Wells Fargo  
Wells Fargo Equipment Finance, Inc.  
Wells Fargo Pa Receipts  
Wells Fargo (formerly GE CF Trust)  
Wells Fargo (formerly GE TF Trust)  
Westchester Fire Insurance Company  
Whitebox Advisors, LLC  
Williams, David\*  
XL Catlin Bermuda  
XL Insurance America, Inc.  
XL Insurance Company SE  
XL Specialty Insurance Company  
Zurich American Insurance Company

**Schedule 4**

**Schedule of Searched Parties that are Currently Serving, or Have in the Past Served, on Other Informal and/or Official Creditors' Committees Represented by Akin Gump**

ACF FinCo I L.P.	Liberty Mutual Insurance Company
Advent Capital Management, LLC	Liberty Mutual Insurance Europe SE
AllianceBernstein, L.P. (U.S.)	Liberty Specialty Markets Bermuda Limited
Ares Risk Management	Manulife Asset Management (U.S.), LLC
Ascribe Capital, LLC	Mellon Investments Corporation
Aurelius	Metlife Investment Advisors, LLC
Banc of America	Morgan Stanley & Co. LLC
Banc of America Leasing	Morgan Stanley Investment Management Inc.
Banc of America Leasing & Capital, LLC	Mudrick Capital
BlackRock Advisors, LLC	Nomura Securities International, Inc.
BlackRock Fund Advisors	Pension Benefit Guaranty Corporation
Carlson Capital, L.P.	Phoenix Investment Advisors
CIT Northbridge Funding I LLC	Siemens Financial Services, Inc.
Citizens Asset Finance Inc.	State Street Global Advisors (SSgA)
Citizens Bank, N.A.	Stone Harbor Investment Partners, L.P.
CNA Insurance	SunTrust Equipment Finance
Commonwealth Edison Company	Suntrust Equipment Finance & Leasing Corp.
Computershare Inc.	The Bank of New York Mellon Trust Company, N.A.
Continental Casualty Company	TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)
CVS/Caremark Corp	UBS Securities, LLC
Delaware Trust Company - (Primary Contact: Alan R. Halpern)	US Foodservice
DuPont de Nemours, Inc.	Voya Investment Management, LLC
Ernst & Young LLP	Wells Fargo
Farmstead	Wells Fargo (formerly GE CF Trust)
Goldman Sachs Asset Management, L.P. (U.S.)	Wells Fargo (formerly GE TF Trust)
HSBC Private Bank (Suisse) SA	Wells Fargo Equipment Finance, Inc.
Illinois National Insurance Co.	Wells Fargo Pa Receipts
International Brotherhood of Teamsters	Whitebox Advisors, LLC
Invesco Capital Management, LLC	WS Packaging Group
J.P. Morgan Investment Management, Inc.	
J.P. Morgan Securities, LLC	
Knighthead Capital Management, LLC	